

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

) Chapter 11

HORNBECK OFFSHORE SERVICES, INC., *et al.*,<sup>1</sup>

) Case No. 20-32679 (DRJ)

Debtors.

) (Jointly Administered)

**DEBTORS' APPLICATION FOR  
ENTRY OF AN ORDER AUTHORIZING THE  
RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP  
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR  
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF MAY 19, 2020**

THIS APPLICATION SEEKS ENTRY OF AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE APPLICATION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this application (this “Application”) for the entry of an order (the “Order”), substantially in the form attached hereto, authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date (as defined herein). In support of this Application, the Debtors submit the declaration

<sup>1</sup> Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list may be obtained on the website of the Debtors’ claims and noticing agent at <http://cases.stretto.com/hornbeck>. The location of the Debtors’ service address is: 8 Greenway Plaza, Suite 1525, Houston, Texas 77046.

of Ryan Blaine Bennett, the president of Ryan Blaine Bennett, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Bennett Declaration”), which is attached hereto as Exhibit A and the declaration of James O. Harp, Jr., the Executive Vice President and Chief Financial Officer of Hornbeck Offshore Services, Inc., which is attached hereto as Exhibit B (the “Harp Declaration,” together with the Bennett Declaration, the “Declarations”). In further support of this Application, the Debtors respectfully state as follows.

#### **Jurisdiction and Venue**

4. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The bases for the relief requested herein are sections 327(a) and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Bankruptcy Rules 2014(a) and 2016, and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of Texas (the “Local Bankruptcy Rules”).

#### **Background**

7. The Debtors (together with their non-Debtor affiliates, the “Company”) are a leading provider of marine transportation, subsea installation, and accommodation support services to exploration and production, oilfield service, offshore construction, and U.S. military customers. Since its establishment, the Company has been primarily focused on providing

innovative and technologically advanced marine solutions to meet the evolving needs of the deepwater and ultra-deepwater energy industry. The Company also provides strategic services to the United States through a variety of contracts with the Military Sealift Command. Headquartered in Covington, Louisiana, the Company's operations are extensive and span across the Gulf of Mexico, Mexico, Brazil, and other foreign regions around the world.

8. On May 19, 2020 (the "Petition Date"), each Debtor<sup>2</sup> filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. On May 19, the Court entered an order [Docket No. 29] authorizing the joint administration and procedural consolidation of the chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No entity has requested the appointment of a trustee or examiner in these chapter 11 cases.

9. A description of the Debtors' businesses, the reasons for commencing the chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Declaration of James O. Harp, Jr., Executive Vice President and Chief Financial Officer of Hornbeck Offshore Services, Inc., in Support of the Chapter 11 Petitions and the First Day Motions* filed on the Petition Date [Docket No. 4], incorporated herein by reference.

### **Relief Requested**

10. By this Application, the Debtors seek the entry of the Order authorizing the retention and employment of Kirkland as their attorneys in accordance with the terms and conditions set forth in that certain engagement letter between the Debtors and Kirkland effective

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<sup>2</sup> HOS WELLMAX Services, LLC filed its voluntary petition for relief under chapter 11 of the Bankruptcy Code in this Court on March 31, 2020.

as of June 29, 2017 (the “Engagement Letter”), a copy of which is attached as Exhibit 1 to the Order and incorporated herein by reference.

**Kirkland’s Qualifications**

11. The Debtors seek to retain Kirkland because of Kirkland’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

12. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *See e.g. In re Whiting Petroleum Corp.*, No. 20-32021 (DRJ) (Bankr. S.D. Tex. May 6, 2020); *In re Sheridan Holding Co. I, LLC*, No. 20-31884 (DRJ) (Bankr. S.D. Tex. April 24, 2020); *In re McDermott Int’l, Inc.*, No. 20-30336 (DRJ) (Bankr. S.D. Tex. Jan. 23, 2020); *In re Sheridan Holding Co. II, LLC*, No. 19-35198 (MI) (Bankr. S.D. Tex. Oct. 21, 2019); *In re Vanguard Natural Resources, Inc.*, No. 19-31786 (DRJ) (Bankr. S.D. Tex. May 14, 2019); *In re Jones Energy, Inc.*, No. 19-32112 (DRJ) (Bankr. S.D. Tex. May 6, 2019); *In re Westmoreland Coal Company*, No. 18-35672 (DRJ) (Bankr. S.D. Tex. Nov. 14, 2018); *In re iHeartMedia, Inc.*, No. 18-31274 (MI) (Bankr. S.D. Tex. Apr. 12, 2018); *In re EXCO Res., Inc.*, No. 18-30155 (MI) (Bankr. S.D. Tex. Feb. 22, 2018).<sup>3</sup>

13. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors’ businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. The Debtors believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

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<sup>3</sup> Because of the voluminous nature of the orders cited in this Application, they are not attached to this Application. Copies of these orders are available upon request to Kirkland.

**Services to be Provided**

14. Subject to further order of the Court, and consistent with the Engagement Letter, the Debtors request the retention and employment of Kirkland to render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

### **Professional Compensation**

15. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

16. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

17. Kirkland's current hourly rates for matters related to these chapter 11 cases range as follows:<sup>4</sup>

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<sup>4</sup> For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

<b>Billing Category<sup>5</sup></b>	<b>U.S. Range</b>
Partners	\$1,075-\$1,845
Of Counsel	\$625-\$1,845
Associates	\$610-\$1,165
Paraprofessionals	\$245-\$460

18. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>6</sup>

19. Kirkland represented the Debtors during the twelve-month period before the Petition Date, using the hourly rates listed above or Kirkland's then current hourly rates as set forth in the Bennett Declaration. Moreover, these hourly rates are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

20. The rate structure provided by Kirkland is appropriate and not significantly different from (a) the rates that Kirkland charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Kirkland will perform in these chapter 11 cases.

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<sup>5</sup> Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

<sup>6</sup> For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion; and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013). As set forth in the Order, Kirkland will provide ten business-days' notice to the Debtors, the U.S. Trustee, and any official committee before implementing any periodic increases, and shall file any such notice with the Court.

21. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

22. To ensure compliance with all applicable deadlines in these chapter 11 cases, from time to time Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter, which permits Kirkland to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

23. Kirkland currently charges the Debtors \$0.16 per page for standard duplication in its offices in the United States. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

#### **Compensation Received by Kirkland from the Debtors**

24. Per the terms of the Engagement Letter, on January 30, 2020, the Debtors paid \$1,000,000 to Kirkland, which, as stated in the Engagement Letter, constituted an "advance payment retainer" as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional advance payment retainer totaling \$7,205,889.55 in the

aggregate. As stated in the Engagement Letter, any advance payment retainer is earned by Kirkland upon receipt, any advance payment retainer becomes the property of Kirkland upon receipt, the Debtors no longer have a property interest in any advance payment retainer upon Kirkland's receipt, any advance payment retainer will be placed in Kirkland's general account and will not be held in a client trust account, and the Debtors will not earn any interest on any advance payment retainer.<sup>7</sup>

25. Pursuant to Bankruptcy Rule 2016(b), Kirkland has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

26. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred but not yet applied to Kirkland's advance payment retainer, the amount of Kirkland's advance payment retainer always exceeded any amounts listed or to be listed on statements describing services rendered and expenses incurred (on a "rates times hours" and "dates of expenses incurred" basis) prior to the Petition Date.

#### **Kirkland's Disinterestedness**

27. To the best of the Debtors' knowledge and as disclosed herein and in the Bennett Declaration, (a) Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or

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<sup>7</sup> The Engagement Letter permits Kirkland to retain any prepetition advance payment retainer held by Kirkland as of the Petition Date rather than applying such prepetition advance payment retainer to pay postpetition fees and expenses. In light of the facts and circumstances of these chapter 11 cases, Kirkland will retain any prepetition advance payment retainer held by Kirkland as of the Petition Date and will not apply any such amounts to postpetition fees and expenses.

represent an interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Bennett Declaration.

28. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

#### **Supporting Authority**

29. The Debtors seek retention of Kirkland as their attorneys pursuant to section 327(a) of the Bankruptcy Code, which provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]'s duties under this title.

11 U.S.C. § 327(a).

30. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

31. The Debtors submit that for all the reasons stated above and in the Bennett Declaration, the retention and employment of Kirkland as counsel to the Debtors is warranted.

Further, as stated in the Bennett Declaration, Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Bennett Declaration.

### **Notice**

32. The Debtors will provide notice of this Application to the following parties or their respective counsel: (a) the U.S. Trustee for the Southern District of Texas; (b) entities listed as holding the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) the agent for each of the Debtors’ term loans, and counsel thereto; (d) the indenture trustee for each of the Debtors’ unsecured notes, and counsel thereto; (e) the United States Attorney’s Office for the Southern District of Texas; (f) the Internal Revenue Service; (g) the United States Securities and Exchange Commission; (h) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (i) the state attorneys general for states in which the Debtors conduct business; (j) Davis Polk & Wardwell LLP, counsel to the Secured Lender Group and proposed debtor-in possession lenders; (k) Milbank LLP, counsel to the Noteholder Committee and the proposed debtor-in-possession lenders; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto, granting the relief requested herein and granting such other relief as is just and proper.

Dated: May 26, 2020  
Houston, Texas

/s/ James O. Harp, Jr.

James O. Harp, Jr.  
Executive Vice President and Chief  
Financial Officer  
Hornbeck Offshore Services, Inc.

**Certificate of Service**

I certify that on May 26, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh

**EXHIBIT A**

**Bennett Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
	)	
HORNBECK OFFSHORE SERVICES, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 20-32679 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

**DECLARATION OF RYAN BLAINE BENNETT IN SUPPORT  
OF THE DEBTORS' APPLICATION FOR ENTRY OF AN ORDER  
AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND &  
ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR  
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF MAY 19, 2020**

I, Ryan Blaine Bennett, being duly sworn, state the following under penalty of perjury:

1. I am the president of Ryan Blaine Bennett, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 300 North LaSalle, Chicago, Illinois 60654, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, collectively, "Kirkland"). I am one of the lead attorneys from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of Illinois, and I have been admitted to practice in United States Supreme Court, the United States Courts of Appeals for the Federal and Seventh Circuits, and the United States District Court for the Eastern District of Michigan, the Western District of Michigan, and the Northern District of Illinois. There are no disciplinary proceedings pending against me.

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<sup>1</sup> Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list may be obtained on the website of the Debtors' claims and noticing agent at <http://cases.stretto.com/hornbeck>. The location of the Debtors' service address is: 8 Greenway Plaza, Suite 1525, Houston, Texas 77046.

2. I submit this declaration (the “Declaration”) in support of the Debtors’ *Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of May 19, 2020* (the “Application”).<sup>2</sup> Except as otherwise noted, I have personal knowledge of the matters set forth herein.

### **Kirkland’s Qualifications**

3. The Debtors seek to retain Kirkland because of Kirkland’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

4. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *See e.g. In re Whiting Petroleum Corp.*, No. 20-32021 (DRJ) (Bankr. S.D. Tex. May 6, 2020); *In re Sheridan Holding Co. I, LLC*, No. 20-31884 (DRJ) (Bankr. S.D. Tex. April 24, 2020); *In re McDermott Int’l, Inc.*, No. 20-30336 (DRJ) (Bankr. S.D. Tex. Jan. 23, 2020); *In re Sheridan Holding Co. II, LLC*, No. 19-35198 (MI) (Bankr. S.D. Tex. Oct. 21, 2019); *In re Vanguard Natural Resources, Inc.*, No. 19-31786 (DRJ) (Bankr. S.D. Tex. May 14, 2019); *In re Jones Energy, Inc.*, No. 19-32112 (DRJ) (Bankr. S.D. Tex. May 6, 2019); *In re Westmoreland Coal Company*, No. 18-35672 (DRJ) (Bankr. S.D. Tex. Nov. 14, 2018); *In re iHeartMedia, Inc.*, No. 18-31274 (MI) (Bankr. S.D. Tex. Apr. 12, 2018); *In re EXCO Res., Inc.*, No. 18-30155 (MI) (Bankr. S.D. Tex. Feb. 22, 2018).<sup>3</sup>

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.

<sup>3</sup> Because of the voluminous nature of the orders cited in this Declaration, they are not attached to this Declaration. Copies of these orders are available upon request to Kirkland.

5. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

**Services to Be Provided**

6. Subject to further order of the Court and that certain engagement letter dated June 29, 2017 (the "Engagement Letter"), a copy of which is attached as Exhibit 1 to the Order, the Debtors retained Kirkland to render, without limitation, the following legal services:

- a. advising the Debtors with respect to its powers and duties as debtor in possession in the continued management and operation of its businesses and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;

- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

### **Professional Compensation**

7. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other debtor representations, and are comparable to the hourly rates and corresponding rate structure that Kirkland uses for complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

8. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

9. Kirkland's current hourly rates for matters related to these chapter 11 cases range as follows:<sup>4</sup>

<b>Billing Category<sup>5</sup></b>	<b>U.S. Range</b>
Partners	\$1,075-\$1,845
Of Counsel	\$625-\$1,845
Associates	\$610-\$1,165
Paraprofessionals	\$245-\$460

10. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paralegals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.<sup>6</sup>

11. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples

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<sup>4</sup> For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

<sup>5</sup> Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

<sup>6</sup> For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013). As set forth in the Order, Kirkland will provide ten business days' notice to the Debtors, the U.S. Trustee, and any official committee before implementing any periodic increases, and shall file such notice with the Court.

of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

12. To ensure compliance with all applicable deadlines in these chapter 11 cases, Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter between Kirkland and the Debtors, which permits Kirkland to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

13. Kirkland currently charges the Debtors \$0.16 per page for standard duplication in its offices in the United States. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

#### **Compensation Received by Kirkland from the Debtors**

14. Per the terms of the Engagement Letter, on January 30, 2020, the Debtors paid \$1,000,000 to Kirkland, which, as stated in the Engagement Letter, constituted an “advance payment retainer” as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional advance payment retainer totaling \$7,205,889.55 in the aggregate. As stated in the Engagement Letter, any advance payment retainer is earned by Kirkland upon receipt, any advance payment retainer becomes the property of Kirkland upon receipt, the Debtors no longer have a property interest in any advance payment retainer upon

Kirkland's receipt, any advance payment retainer will be placed in Kirkland's general account and will not be held in a client trust account, and the Debtors will not earn any interest on any advance payment retainer.<sup>7</sup>

15. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred, but not yet applied to Kirkland's advance payment retainer, Kirkland's total advance payment retainer always exceeded any amounts listed or to be listed on statements describing services rendered and expenses incurred (on a "rates times hours" and "dates of expenses incurred" basis) prior to the Petition Date.

16. Pursuant to Bankruptcy Rule 2016(b), Kirkland has not shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

#### **Statement Regarding U.S. Trustee Guidelines**

17. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing*

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<sup>7</sup> The Engagement Letter permits Kirkland to retain any prepetition advance payment retainer held by Kirkland as of the Petition Date rather than applying such prepetition advance payment retainer to pay postpetition fees and expenses. In light of the facts and circumstances of these chapter 11 cases, Kirkland will retain any prepetition advance payment retainer held by Kirkland as of the Petition Date and will not apply any such amounts to postpetition fees and expenses.

*Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective As of November 1, 2013* (the “Revised UST Guidelines”), both in connection with this application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

**Attorney Statement Pursuant to Revised UST Guidelines**

18. The following is provided in response to the request for additional information set forth in Paragraph D.1. of the Revised UST Guidelines:

- a. **Question:** Did Kirkland agree to any variations from, or alternatives to, Kirkland’s standard billing arrangements for this engagement?

**Answer:** No. Kirkland and the Debtors have not agreed to any variations from, or alternatives to, Kirkland’s standard billing arrangements for this engagement. The rate structure provided by Kirkland is appropriate and is not significantly different from (a) the rates that Kirkland charges for other non-bankruptcy representations or (b) the rates of other comparably skilled professionals.

- b. **Question:** Do any of the Kirkland professionals in this engagement vary their rate based on the geographic location of the Debtors’ chapter 11 cases?

**Answer:** No. The hourly rates used by Kirkland in representing the Debtors are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

- c. **Question:** If Kirkland has represented the Debtors in the 12 months prepetition, disclose Kirkland’s billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If Kirkland’s billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

**Answer:** Kirkland's current hourly rates for services rendered on behalf of the Debtors range as follows:<sup>8</sup>

<b>Billing Category</b>	<b>U.S. Range</b>
Partners	\$1,075-\$1,845
Of Counsel	\$625-\$1,845
Associates	\$610-\$1,165
Paraprofessionals	\$245-\$460

Kirkland represented the Debtors from January 1, 2019 to December 31, 2019, using the hourly rates listed below.

<b>Billing Category</b>	<b>U.S. Range</b>
Partners	\$1,025-\$1,795
Of Counsel	\$595-\$1,705
Associates	\$595-\$1,125
Paraprofessionals	\$235-\$460

- d. **Question:** Have the Debtors approved Kirkland's budget and staffing plan, and, if so, for what budget period?

**Answer:** Yes, for the period from the Petition Date through July 7, 2020.

#### **Kirkland's Disinterestedness**

19. In connection with its proposed retention by the Debtors in these chapter 11 cases, Kirkland undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Kirkland obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (the "Potential Parties in Interest") and such parties are listed on **Schedule 1** hereto. Kirkland has searched on its electronic database for its connections to the entities listed on **Schedule 1** hereto. In addition, after Kirkland identified all client connections with the parties in interest over a specified time period, Kirkland

<sup>8</sup> While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

circulated a survey email to all Kirkland attorneys who billed 10 or more hours to such clients during the prior six years. Further, beyond the individual emails, Kirkland sent a daily report of new matters firm-wide. All Kirkland attorneys are responsible for reviewing the daily report of new matters and raising any potential concerns with respect to new representations. The Debtors did not receive any answers in the affirmative to these emails. Additionally, to the extent that I have been able to ascertain that Kirkland has been retained within the last three years to represent any of the Potential Parties in Interest (or their affiliates, as the case may be) in matters unrelated to these cases, such facts are disclosed on **Schedule 2** attached hereto.

20. Kirkland and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases. Kirkland has searched on its electronic database for its connection to the entities listed on **Schedule 1** attached hereto. The information listed on **Schedule 1** may have changed without our knowledge and may change during the pendency of these chapter 11 cases. Accordingly, Kirkland will update this Declaration as necessary and when Kirkland becomes aware of additional material information. The following is a list of the categories that Kirkland has searched:<sup>9</sup>

<b><u>Schedule</u></b>	<b><u>Category</u></b>
1(a)	Known Debtor Affiliates
1(b)	Director/Officer
1(c)	Significant Shareholders
1(d)	Bankruptcy Judges
1(e)	Bankruptcy Professionals/Ordinary Course Professionals
1(f)	Banks/Bondholders/Purported Secured Creditors/Administrative Agents
1(g)	Top Vendors

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<sup>9</sup> Kirkland's inclusion of parties in the following Schedules is solely to illustrate Kirkland's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

- 1(h) Governmental/Regulatory Agencies/Unions
- 1(i) Insurance/Surety Bonds
- 1(j) Investment Banker
- 1(k) Landlords
- 1(l) Litigation
- 1(m) Significant Customers
- 1(n) U.S. Trustee Office Personnel
- 1(o) Utilities

21. To the best of my knowledge, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in this Declaration.

22. Listed on **Schedule 2** to this Declaration are the results of Kirkland’s conflicts searches of the above-listed entities.<sup>10</sup> For the avoidance of doubt, Kirkland will not commence a cause of action in these chapter 11 cases against the entities listed on **Schedule 2** that are current clients of Kirkland (including entities listed below under the “Specific Disclosures” section of this Declaration) unless Kirkland has an applicable waiver on file or first receives a waiver from such entity allowing Kirkland to commence such an action. To the extent that a waiver does not exist

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<sup>10</sup> As referenced in **Schedule 2**, the term “current client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 12 months preceding the Petition Date. As referenced in **Schedule 2**, the term “former client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. As referenced in **Schedule 2**, the term “closed client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 36 months preceding the Petition Date, but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland’s representation rather than its potential listing in Kirkland’s conflicts search system. The list generated from Kirkland’s conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with “former clients” or “closed clients” for whom time was posted in the last 36 months, but does not disclose connections if time was billed more than 36 months before the Petition Date.

or is not obtained from such entity and it is necessary for the Debtors to commence an action against that entity, the Debtors will be represented in such particular matter by conflicts counsel.

23. Of the entities listed on **Schedule 2**, only one, The Blackstone Group, Inc., represented more than one percent of Kirkland's fee receipts for the twelve months preceding the Petition Date.<sup>11</sup> The Blackstone Group is an affiliate of Solus Alternative Asset Management LP ("Solus"), one of the Debtors' shareholders and bondholders.

24. Kirkland's conflicts search of the entities listed on **Schedules 1(a) – 1(o)** (that Kirkland was able to locate using its reasonable efforts) reveals, to the best of my knowledge, that those Kirkland attorneys and paraprofessionals who previously worked at other law firms that represented such entities in these chapter 11 cases have not worked on matters relating to the Debtors' restructuring efforts while at Kirkland.

25. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Kirkland, nor any partner or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the United States Trustee for the Southern District of Texas (the "U.S. Trustee"), any person employed by the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of Texas, except as disclosed or otherwise described herein.

26. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to

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<sup>11</sup> Specific percentages will be disclosed to the U.S. Trustee upon request.

identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

27. Generally, it is Kirkland's policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already has been disclosed in this Declaration in one capacity (*e.g.*, a customer), and the entity appears in a subsequent conflicts search in a different capacity (*e.g.*, a vendor), Kirkland does not disclose the same entity again in supplemental declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

28. From time to time, Kirkland has referred work to other professionals to be retained in these chapter 11 cases. Likewise, certain such professionals have referred work to Kirkland.

29. Certain insurance companies pay the legal bills of Kirkland clients. Some of these insurance companies may be involved in these chapter 11 cases. None of these insurance companies, however, are Kirkland clients as a result of the fact that they pay legal fees on behalf of Kirkland clients.

### **Specific Disclosures**

30. As specifically set forth below and in the attached exhibits, Kirkland represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases. None of the representations described herein are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kirkland is not disqualified from acting as the Debtors' counsel merely because it represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in matters unrelated to these chapter 11 cases.

**A. Connections to Holders of Equity Interests in the Debtors.**

31. As disclosed in **Schedule 2** attached hereto, certain of the Debtors' debt and equity holders are current, former, or closed clients of Kirkland. All current or prior representations of the Debtors' equity holders have been unrelated to the Debtors and these chapter 11 cases.

32. As disclosed in **Schedule 2** attached hereto, Kirkland currently represents, and in the past has represented, Solus on a variety of matters. Solus owns approximately 4.8% of the equity interests in Hornbeck Offshore Services, Inc. (as of April 21, 2020) and certain of the Debtors' unsecured notes. Kirkland's representation of Solus accounted for less than one percent of Kirkland's fee receipts for the twelve-month period preceding the Petition Date. All current or prior Kirkland representations of Solus have been in matters unrelated to the Debtors or these chapter 11 cases. I do not believe Kirkland's current or former representations of Solus preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**B. Connections to Restructuring Support Agreement Parties**

33. As disclosed in **Schedule 2** attached hereto, Kirkland currently represents, and in the past has represented, each of Solus, Morgan Stanley & Co, LLC, Ares Management LLC, Canyon Capital Advisors LLC, Citigroup Global Markets Inc., Oak Hill Advisors LP, Highbridge Capital Management LLC, Bank of America NA, and/or certain of their subsidiaries and affiliates (collectively, the "**RSA Parties**") in a variety of matters. The RSA Parties are holders of the Debtors' unsecured notes or secured debt. Kirkland's representations of each of the RSA Parties accounted for less than one percent of Kirkland's fee receipts for the twelve-month period preceding the Petition Date. Kirkland has not represented and will not represent the RSA Parties in connection with any matter in these chapter 11 cases. All current or former Kirkland representations of each of the RSA Parties have been in matters unrelated to the Debtors and these

chapter 11 cases. I do not believe Kirkland's current or former representations each of the RSA Parties preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**C. Connections to Certain Financial Counterparties**

34. As disclosed in Schedule 2 attached hereto, Kirkland currently represents, and has formerly represented, certain entities which comprise one or more of the following: (a) a noteholder or prepetition lender to the Debtors; (b) an entity with which the Debtors have a banking relationship; or (c) an agent under the Debtors' prepetition credit facility and/or certain of their affiliates (collectively the "Financial Counterparties") in a variety of matters.

35. All current or prior representations of the Financial Counterparties have been in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that Kirkland's current or former representations of the Financial Counterparties preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**D. Connections to Other Entities.**

36. As disclosed in Schedule 2 attached hereto, certain Debtor customers in these chapter 11 cases are current or former Kirkland restructuring clients, including McDermott International, Inc. and/or certain of their affiliates (the "Customers"). Certain of the Debtors or their non-Debtor affiliates or other entities associated with the Debtors are creditors of entities that Kirkland currently represents or has represented in bankruptcy proceedings or post-effective date claims processes. Kirkland will not represent the Debtors, the Debtors' non-Debtor affiliates, or other entities associated with the Debtors in any matter related to the Customers' restructuring matters. Similarly, Kirkland will not represent the Customers against the Debtors in any of the Customers' restructuring matters. I do not believe Kirkland's current or former representations of

the Customers precludes it from meeting the disinterestedness standard under the Bankruptcy Code.

**E. Other Chapter 11 Professionals.**

37. As disclosed in **Schedule 2** attached hereto, Kirkland currently represents, and formerly has represented, certain affiliates, subsidiaries, and entities associated with various professionals that the Debtors seeks to retain in connection with these chapter 11 cases. All current or former Kirkland representations of these professionals have been in matters unrelated to the Debtors and these chapter 11 cases. Kirkland has not represented and will not represent any such professionals in connection with any matter in these chapter 11 cases. I do not believe that Kirkland's current or former representations of these professionals preclude it from meeting the disinterestedness standard under the Bankruptcy Code.

38. On May 20 2020, the Court approved Stretto (together with its affiliate Stone Point Capital LLC, "Stretto") as the Debtors' notice and claims agent.<sup>12</sup> As disclosed in **Schedule 2** attached hereto, Kirkland currently represents, and in the past has represented, Stretto in a variety of matters. All current or prior Kirkland representations of Stretto have been in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that Kirkland's current or former representations of Stretto preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

39. The Debtors' proposed investment banker and financial advisor is Guggenheim Securities, LLC (together with its direct and indirect affiliates, "Guggenheim"). As disclosed in **Schedule 2** attached hereto, Kirkland currently represents, and in the past has represented,

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<sup>12</sup> See Order Authorizing the Retention and Appointment of Stretto as Claims, Noticing, and Solicitation Agent for the Debtors [Docket No. 31].

Guggenheim and certain of its direct or indirect affiliates in a variety of matters. All current or prior Kirkland representations of Guggenheim have been in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that Kirkland's current or former representations of Guggenheim preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

40. The Debtors' proposed independent tax advisor is Ernst & Young LLP (together with its direct and indirect affiliates, "E&Y"). As disclosed in Schedule 2 attached hereto, Kirkland currently represents, and in the past has represented, E&Y and certain of its direct or indirect affiliates in a variety of matters. All current or prior Kirkland representations of E&Y have been in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that Kirkland's current or former representations of E&Y preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**F. Kirkland Attorney and Employee Investments.**

41. From time to time, Kirkland partners, of counsel, associates, and employees personally invest in mutual funds, retirement funds, private equity funds, venture capital funds, hedge funds, and other types of investment funds (the "Investment Funds"), through which such individuals indirectly acquire an interest in debt or equity securities of many companies, one of which may be one of the Debtors, their creditors, or other parties in interest in these chapter 11 cases, often without Kirkland's knowledge. Each Kirkland person generally owns substantially less than one percent of such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund's decision to buy, sell, or vote any particular security. The Investment Fund is generally operated as a blind pool, meaning that when the Kirkland persons make an investment in the Investment Fund, he, she, or they do not

know what securities the blind pool Investment Fund will purchase or sell, and have no control over such purchases or sales.

42. From time to time one or more Kirkland partners and of counsel voluntarily choose to form an entity (a “Passive-Intermediary Entity”) to invest in one or more Investment Funds. Such Passive-Intermediary Entity is composed only of persons who were Kirkland partners and of counsel at the time of the Passive-Intermediary Entity’s formation (although some may later become former Kirkland partners and of counsel). Participation in such a Passive-Intermediary Entity is wholly voluntary and only a portion of Kirkland’s partners and of counsel choose to participate. The Passive-Intermediary Entity generally owns substantially less than one percent of any such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund’s decision to buy, sell, or vote any particular security. Each Investment Fund in which a Passive-Intermediary Entity invests is operated as a blind pool, so that the Passive-Intermediary Entity does not know what securities the blind pool Investment Funds will purchase or sell, and has no control over such purchases or sales. And, indeed, the Passive-Intermediary Entity often arranges for statements and communications from certain Investment Funds to be sent solely to a blind administrator who edits out all information regarding the identity of the Investment Fund’s underlying investments, so that the Passive-Intermediary Entity does not learn (even after the fact) the identity of the securities purchased, sold, or held by the Investment Fund. To the extent the Passive-Intermediary Entity is or becomes aware of the identity of the securities purchased, sold, or held by the Investment Funds (“Known Holdings”), such Known Holdings are submitted to Kirkland’s conflict checking system.

43. From time to time, Kirkland partners, of counsel, associates, and employees personally directly acquire a debt or equity security of a company which may be (or become) one

of the Debtors, their creditors, or other parties in interest in these chapter 11 cases. Kirkland has a long-standing policy prohibiting attorneys and employees from using confidential information that may come to their attention in the course of their work, so that all Kirkland attorneys and employees are barred from trading in securities with respect to which they possess confidential information.

**G. Former Clerks.**

44. The following Kirkland employees had clerkships in the United States Bankruptcy Court for the Southern District of Texas during the last three years (together, the “Former Clerks”):

45. Anna E. Swanson, a Kirkland associate, was a law clerk for the Honorable Alfred H. Bennett of the United States Bankruptcy Court for the Southern District of Texas from August 2017 until August 2019. Ms. Swanson began working at Kirkland in April 2019 and had no connection with the Debtors’ chapter 11 cases while working for the court.

46. Camille E. Peeples, a Kirkland associate, was a law clerk for the Honorable Andrew S. Hanen of the United States Bankruptcy Court for the Southern District of Texas from 2018 until 2019. Ms. Peeples began working at Kirkland in September 2019 and had no connection with the Debtors’ chapter 11 cases while working for the court

47. Mya L. Johnson, a Kirkland associate, was a law clerk for the Honorable Stephen Smith of the United States District Court for the Southern District of Texas from August 2017 to July 2018. Ms. Johnson began working at Kirkland in September 2018 and had no connection with the Debtors’ chapter 11 cases while working for the court.

48. I do not believe that the Former Clerks’ work for the court precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

**H. Other Disclosures.**

49. Finally, certain interrelationships exist among the Debtors. Nevertheless, the Debtors have advised Kirkland that the Debtors' relationships to each other do not pose any conflict of interest because of the general unity of interest among the Debtors. Insofar as I have been able to ascertain, I know of no conflict of interest that would preclude Kirkland's joint representation of the Debtors in these chapter 11 cases.

50. The spouse of Kirkland partner Helen E. Witt, P.C. is a managing director of JPMorgan Chase & Co (together with its affiliates, "JPMorgan"). The Debtors have a banking relationship with JPMorgan. Out of an abundance of caution, Kirkland has instituted formal screening measures to screen Ms. Witt from all aspects of Kirkland's representation of the Debtors.

51. James H.M. Sprayregen, a Kirkland partner, worked as an attorney at Kirkland from July 1990 until June 2006 and rejoined the firm in December 2008. From June 2006 until December 2008, prior to rejoining the firm, Mr. Sprayregen was co-head of the restructuring group of Goldman Sachs Americas, where he advised U.S. and international clients in restructuring and distressed situations. Certain affiliates of Goldman Sachs are holders of bonds in the Debtors. As described above, Goldman Sachs is a client of the firm and disclosed on Schedule 1(f) attached hereto. I do not believe that Mr. Sprayregen's prior employment at Goldman Sachs precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

52. Furthermore, prior to joining Kirkland, certain Kirkland attorneys represented clients adverse to Kirkland's current and former restructuring clients. Certain of these attorneys (the "Screened Kirkland Attorneys") will not perform work in connection with Kirkland's representation of the Debtors and will not have access to confidential information related to the representation. Kirkland's formal ethical screen provides sufficient safeguards and procedures to

prevent imputation of conflicts by isolating the Screened Kirkland Attorneys and protecting confidential information.

53. Under Kirkland's screening procedures, Kirkland's conflicts department distributes a memorandum to all Kirkland attorneys and legal assistants directing them as follows: (a) not to discuss any aspects of Kirkland's representation of the Debtors with the Screened Kirkland Attorneys; (b) to conduct meetings, phone conferences, and other communications regarding Kirkland's representation of the Debtors in a manner that avoids contact with the Screened Kirkland Attorneys; (c) to take all measures necessary or appropriate to prevent access by the Screened Kirkland Attorneys to the files or other information related to Kirkland's representation of the Debtors; and (d) to avoid contact between the Screened Kirkland Attorneys and all Kirkland personnel working on the representation of the Debtors unless there is a clear understanding that there will be no discussion of any aspects of Kirkland's representation of the Debtors. Furthermore, Kirkland already has implemented procedures to block the Screened Kirkland Attorneys from accessing files and documents related to the Debtors that are stored in Kirkland's electronic document managing system.

#### **Affirmative Statement of Disinterestedness**

54. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: May 26, 2020

Respectfully submitted,

/s/ Ryan Blaine Bennett

Ryan Blaine Bennett  
as President of Ryan Blaine Bennett, P.C., as  
Partner of Kirkland & Ellis LLP; and as Partner  
of Kirkland & Ellis International LLP

## **SCHEDULE 1**

The following lists contain the names of reviewed entities as described more fully in the *Declaration of Ryan Blaine Bennett in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of May 19, 2020* (the "**Bennett Declaration**").<sup>1</sup> Where the names of the entities reviewed are incomplete or ambiguous, the scope of the search was intentionally broad and inclusive, and Kirkland & Ellis LLP and Kirkland & Ellis International LLP reviewed each entity in its records, as more fully described in the Bennett Declaration, matching the incomplete or ambiguous name.

### **List of Schedules**

<b><u>Schedule</u></b>	<b><u>Category</u></b>
1(a)	Known Debtor Affiliate
1(b)	Director/Officer
1(c)	Shareholders
1(d)	Bankruptcy Judges
1(e)	Bankruptcy Professionals/Ordinary Course Professionals
1(f)	Banks/Bondholders/Purported Secured Creditors/Administrative Agents
1(g)	Top Vendors
1(h)	Governmental/Regulatory Agencies/Unions
1(i)	Insurance/Surety Bonds
1(j)	Investment Banker
1(k)	Landlords
1(l)	Litigation
1(m)	Significant Customers
1(n)	U.S. Trustee Office
1(o)	Utilities

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<sup>1</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bennett Declaration.

**SCHEDULE 1(a)**

**Known Debtor Affiliate**

Energy Services Puerto Rico LLC  
HOI Holding LLC  
HON Navegacao II Ltda.  
Hornbeck Offshore (Trinidad & Tobago) Ltd.  
Hornbeck Offshore Cayman Ltd.  
Hornbeck Offshore International LLC  
Hornbeck Offshore Navegacao Ltda.  
Hornbeck Offshore Operators de Mexico S. de RL de CV  
Hornbeck Offshore Operators LLC  
Hornbeck Offshore Rigging Services & Equipment LLC  
Hornbeck Offshore Services de Mexico S. de RL de CV  
Hornbeck Offshore Services Inc.  
Hornbeck Offshore Services LLC  
Hornbeck Offshore Specialty Services LLC  
Hornbeck Offshore Transportation LLC  
Hornbeck Offshore Trinidad & Tobago LLC  
HOS de Mexico II S. de RL de CV  
HOS de Mexico III S. de RL de CV  
HOS de Mexico S. de RL de CV  
HOS Holding LLC  
HOS International Inc.  
HOS Leasing de Mexico SA de CV SOFOM ENR  
HOS Port II LLC  
HOS Port LLC  
HOS Wellmax Services LLC  
HOS-IV LLC  
KMS 124 LLC  
Seahorse Crew Management Ltd.  
TN Percheron S. de RL de CV

**SCHEDULE 1(b)**

**Director/Officer**

Alfaro Perez, Eduardo Enrique  
Annessa, Carl G.  
Cook, John  
Gang, Rob  
Giberga, Samuel A.  
Harp, James O.  
Hornbeck, Larry  
Hornbeck, Todd M.  
Hunt, Bruce  
Krablin, Steve  
McCarthy, Timothy P.  
Melcher, Patricia B.  
Meyers, Kevin O.  
Myrtue, Mark S.  
Parker, R. Clyde, Jr.  
Persad, Andre  
Persad, Fletch  
Persad, Gangacharan  
Persad, Nischol  
Stewart, Bernie  
Swyka, Nicholas L.  
Trice, David A.

**SCHEDULE 1(c)**

**Shareholders**

Brennan, Ray  
Canary SC Fund LP  
Carrabba, Cherie  
Cede & Co.  
Cyrus Capital Partners LP  
DC Capital Partners LP  
Denny, Joel Gregory  
FC Investments & Trust PLC  
Fine Capital Partners LP  
Graff, Nathaniel C.  
Grenader, David A.  
GTS Securities LLC  
Hamer, Gary  
Harp, James O., Jr.  
Holbrook, Kevin  
Hornbeck, Larry D.  
Hornbeck, Todd M.  
Hornbeck, Troy A.  
Kachalsky, Alan N.  
Klein, Maria Whitmore  
Lane, Rumiko L.  
Mackenzie Financial Corp.  
Melcher, Patricia B.  
Mills, Andrew D.  
Ordogne, Paul M.  
Parker, R. Clyde, Jr.  
Parr, Allan T., Jr.  
Whitcher, Bonnie A.  
Whitcher, Jonathan  
William Herbert Hunt Trust Estate  
Wolf, Marshall

**SCHEDULE 1(d)**

**Bankruptcy Judges**

Isgur, Marvin  
Jones, David R.  
Lopez, Chris  
Norman, Jeffrey P.  
Rodriguez, Eduardo V.

**SCHEDULE 1(e)**

**Bankruptcy Professionals/Ordinary Course Professionals**

Amegy Investments Inc.  
American Express Co.  
American Payroll Association  
Brown Rudnick LLP  
Cahu Consultoria Empresarial S/S Ltda.  
Cameron & Shepherd  
Databras Informatica Ltda.  
Davis Polk & Wardwell LLP  
Dennard Lascar Associates LLC  
Ducera Partners LLC  
Ernst & Young LLP  
Galloway Johnson Thopkins Burr & Smith  
Haynes & Boone LLP  
Holland & Knight LLP  
Jackson Walker L.L.P.  
Junta Comercial do Estado  
King & Jurgens LLC  
Law Offices of Carl Kincaid  
Mayer Brown LLP  
Milbank LLP  
MMW Group LLC  
Moelis & Co.  
Morelewicz, James F.  
Oppenheimer & Co. Inc.  
Paul Weiss Rifkind Wharton & Garrison LLP  
Pemom Auditores  
Planus Contabilidade  
Portage Point Partners  
Posthlethwaite & Netterville  
Proxy Services Corp.  
Pugh Accardo Haas Radecker  
Ross F. Lagarde APLC  
Schonekas Evans McGoeys & McEachin LLC  
Sidley Austin LLP  
Standard & Poor's LLC  
Stillwater Property & Casualty Insurance Co.  
West LLC  
Winstead PC  
Wolters Kluwer NV

## **SCHEDULE 1(f)**

### **Banks/Bondholders/Purported Secured Creditors/Administrative Agents**

Achenbach, R. Timothy	Banco Bradesco SA
Ackerman, David A.	Banco Itau BBA SA
Adinolfi, David W.	Bank of America Merrill Lynch
Afuso, James T.	Bank of America NA
Ahmed, Irfan Munir	Banque Lombard Odier & Cie SA
Aingorn, Michael	Barclays plc
Aitonas International Corp.	Bareddy, Venkata RR
Alarcon, Gabriel Flores	Barone, Joseph S.
Alexander, John Samuel	Bassette, Jeffrey
Allen, Christopher J.	Bastien, Arnaud
Allen, John H.	Bastien, Maria
Alligator Fields Enterprises Inc.	Baykal, Berkay
Almeda, Brett Elson	Baylah Wolfe & Julie Lenner Trust
Alsobrook, Alice Lynn	Baylin, Ori
Altana Distressed Opportunities Fund SLP	Bayliss, Henry J.
Amber Reed Corp.	Baytman, Alexander L.
Ameriprise Trust Co.	Bean, Clarke Lee
Amin, Biraj D.	Beard, Leslie
Anderson, David W.	Bell, Gerald
Anderson, Kimberlee S.	Bendzuch, Judith A.
Anzola Dominguez, Cesar Enrique	Benedetto, Warren M.
Apoian, Phil E.	Benner, Susan S.
Ares Management LLC	Benny P. Phillips Enterprises Ltd.
Aristeia Capital LLC	Benson, Douglas W.
Aristeia Master LP	Bergeron, Paul R.
Arnold, Walter T.	Bergeron, Robert J.
Arnold, William W.	Bertsch, Mark A.
ASIG International Ltd.	Bevill State Community College
Askin, Rosemary A.	Bhatt, Ashok V.
ASN	Binder, Benjamin L.
Asnis, Saul	Bisson, Faulcon L., Jr.
Asuka, Elsie S.	Blackrock Fund Advisors
Athavale, Manoj V.	Blakely, Lester P.
Athilon Capital Corp. LLC	Blanchard, David L.
Athon Family Investments LP	Blanche Howard Family LP
Aulen, Anna	Blasini de Velasco, Javier F.
Avila Investment Group Inc.	Blechtschmidt, Edward A.
Azaransky, Jacquelin	Blessinger, Wally L.
B. Riley FBR Inc.	Blue Skies Enterprises Ltd.
Baldwin, Margaret	BNY Mellon Asset Management North America Corp.
Ballis, Robert J.	BNY Mellon NA
Balsamo, Daniel	

Boerner, Rebecca A.  
Bonaminio, Alfred M.  
Bondurant Management LLC  
Bondurant Partners LP  
Bonner, Jeffrey Lyon  
Bono, Joseph A.  
Bono, Joseph Albert  
Borges, Anthony M., Jr.  
Boscarolo Hernandez, Juan G.  
Boshart, Wesley J.  
Boyd, John K.  
Brandwein, Margaret  
Brizel, Barry E.  
Brocato, Paulette U.  
Brown, Daniel R.  
Brown, Dwayne  
Brown, Kathryn J.  
Brown, Larry  
Brownstone Investment Group LLC  
Bruce, James M.  
Brunet, Alexis  
Brunet, Marta  
Brunton, Paul W.  
Budnick, Cheryl A.  
Budnick, John A., III  
Buechler, Jerold  
Buehring, Klaus-Dieter  
Buehring, Michelle  
Burden, Jay W.  
Burge, Warren  
Burgess, Thaddeus D., Jr.  
Burns, Kenton Leroy  
Burton, Barbra  
Burton, Ronnie  
Bussy, Stephane  
Butkovich, Richard Allan  
Butler, Alan Michael  
Buzan, Francis E.  
Byrne, Ursula M.  
Campion, Chris  
Canaccord Genuity Group Inc.  
Canavan, Lawrence  
Cannon, Gary L.  
Canyon Capital Advisors LLC  
Capital One NA  
Cardinale, Robert G.

Carney, John F.  
Carroll, Monty B.  
Carter, Jon Christopher  
Cassidy, Eric S.  
Cater, Ann D.  
CCComplete Inc.  
Cebuhar, Michael  
Ceccarelli, Frank E.  
Centerbridge Partners LP  
Charles Schwab Bank  
Cheatham, Gilbert D.  
Chen, Katherine  
Chen, Mingzhu  
Chiantella, Noel Michael  
Chin, Henry H.  
Choi, Paul  
Chokhani, Aditya S.  
Choury, Mark J.  
Choyke, Christopher Ford  
Cindric, John F.  
CIT Group Inc.  
Citi Retirement Account  
Citigroup Financial Products Inc.  
Citigroup Global Markets Inc.  
Citigroup Inc.  
Clark, David Lawrence  
Clark, Maxine  
Clark, Ron  
Clement, Louis J.  
Clemetson, Donald Thomas  
Clickner, Glen T.  
Clifford, John  
Close, Montgomery B.  
CNS SIAC Clearing Omnibus  
Coburn, Kelly  
Codner, Clay G.  
Cohen, Dhana  
Cole, Garry  
Collier, Robert L.  
Collins, Guy H.  
Conflict Management Institute  
Corbo, Stephanie  
Cordeiro, Linda  
Couch, Michael J.  
Courtney, Harry  
Cox, Suzanne Elaine

Crittenden, David B.  
 Cross, Linda J.  
 Crute, Stephen W.  
 Cruz, Luis R., Jr.  
 D&S Capital LLC  
 Dadetta, David A.  
 Dadetta, Laura E.  
 Daley, Brian K.  
 Daniel, William C.  
 Davidson, Charles R.  
 Davis, Dolores B.  
 DBX Advisors LLC  
 De Gavizon, Ana Benarroch  
 De Oneto, Ana Maria Suberbie  
 Dejohn, Paschal B.  
 Dengler, Janice R.  
 Denny, Richard W.  
 Desai, Amish S.  
 Devine, Paul T.  
 DIAF Operations Inc.  
 Dickey, John R.  
 Dicus, Timothy M.  
 Diehl, Gregory C.  
 Dignan, Andrew J.  
 Dignan, Susan  
 Dignan, Susan M.  
 Dillon, Cindy B.  
 DNB ASA  
 Dohnert, Donald Douglas  
 Domitrovits, Frank E.  
 Donald H. Ford Trust No.2, The  
 Donaldson, J. Bennett, Jr.  
 Donovan, Thomas A.  
 Drew, John B.  
 Drummond, Hugh F.  
 Duffey, Barbara Jean  
 Duffy, Virginia R.  
 Duffy, William J., III  
 Dumas, Barbara L.  
 Dupal, Janine C.  
 Dyer, Javier Fernando  
 Dynamic Asset Management Co.  
 (Luxembourg) SA  
 Eads, Richard C.  
 ED&F Man Capital Markets Inc.  
 Edward D. Jones & Co. LP

Edward Jones Trust Co.  
 Ehmann, Patrick  
 Ehrich, J. Craig  
 Eilbert, James L.  
 Eitzen, William  
 Ellenberg, Philip L.  
 Ellenberger, David James  
 Elmwier Cemetery Association Inc.  
 Elze, Martin J.  
 Embrey, Glenn  
 Emergency Physicians of Springfield  
 Emick, Sharen Patricia  
 Espinoza Guede, Lorena D.  
 Espinoza Guerra, Armando Jose  
 Eustache, Dominique R.  
 Evans, John O.  
 Everest Reinsurance (Bermuda) Ltd.  
 Fadelli, Anthony  
 Falconer, Ramsey Reid  
 Falk, Benjamin J.  
 Family Capital Corp.  
 Famulla, Rainer  
 Faris, Robert D.  
 Farjo, Rafal  
 Feinstein, Stanley R.  
 Fejfar, John J.  
 Felix, H. Thomas, II  
 Fenton, Ira  
 Fermin, Jimmy Imbrondone  
 Fernwood Associates LLC  
 Ferreira, Jose Martin Lopes  
 Ferrell, Excell Osborne, III  
 First Masonic District of PA  
 Fischer, Brian A.  
 Fischer, Frederic C.  
 Fitzpatrick, Janet  
 Flisi, Alexander  
 Florance, Stanley H.  
 Florence F. Kunimura Trust  
 FMT Co. Custodial IRA  
 FMT Co. Custodial IRA Rollover  
 FMT Co. Custodial IRA Substantially Equal  
 Periodic Payment  
 FMT Co. Trustee FRP PS A/C  
 FMTC Custodian - IRA BDA  
 FMTC Custodian - Roth IRA

FMTC Custodian - Roth IRA Utma  
 FMTC Custodian - Simple  
 FMTC Trustee  
 Forest Capital Corp.  
 Fortenbury, Jean  
 Freedman Living Trust, The  
 Friedman, Jack  
 Friedrich, Michael C.  
 Frohn, Jeffrey M.  
 Funk, William S.  
 Gable, David  
 Gaborik, Marian  
 Gagen, Yvonne  
 Gallagher, Cornelius T.  
 Gann, Don M.  
 Garrett, Craig L.  
 Gaskill, Carol Jeanne  
 George, Greg  
 Gere, Jeffrey A.  
 Gerstel, Harvey  
 Gilbert, Francis Bacon, Jr.  
 Glasgow, Lola  
 Glasgow, William  
 Glenn & Lola Embrey Living Trust  
 Gold, Mitchel V.  
 Goldman Sachs & Co.  
 Goldman Sachs Lending Partners LLC  
 Goldman, Leonard  
 Gomez, Jaime Andres  
 Gomez, Maria Camila  
 Gonzalez Tovar, Yoraima Jerhsy  
 Goodall, William D.  
 Goodman, Mark C.  
 Govett, Gregg S.  
 Graham, Donald L.  
 Graham, Gordon D.  
 Green, Alyse Peggy  
 Green, Michael L.  
 Greene, James S.  
 Grell, Conrad  
 Griffin Inter Vivos Trust 1991  
 Griffin, Michael L.  
 Grove, David Anderson, Jr.  
 Grupo Financiero Banamex SA de CV  
 Guerra, Jose Ramon Espinoza  
 Guffey, Jerrie L.

Guiboux, Jean-Paul  
 Haley, Henry M., Jr.  
 Hall, Charles A.  
 Hammel Electric Inc.  
 Hanchett, Todd  
 Hancock Whitney Corp.  
 Hankic, Fedra  
 Hannley, Michael F.  
 Hannley, Ruth I.  
 Harary, Terri  
 Harms, Gerhard H.  
 Harper, James Thomas  
 Harris, Rob A.  
 Harris, Charles C.  
 Hartfelder, Henry D.  
 Harth, J. Timothy  
 Hartley, Jo Kristina  
 Hartley, Michael Carl  
 Haviland, Robert A.  
 Heath, Alice B.  
 Heath, Allan L.  
 Heckrotte, Rita W.  
 Hedden Charitable Trust  
 Hedman, James Richard  
 Hefetz, Oren  
 Hellemeyer, William John  
 Hembrock, Jeffrey V.  
 Hendel, Jorge  
 Henderson, Scott  
 Herman, Laurie David  
 Hermes, Jerald Wayne  
 Hernandez, Yanny Difebbo  
 Higgins, Laura A.  
 High Yield Bond Fund, a Series of 525  
     Market Street Fund LLC  
 Highbridge Capital Management LLC  
 Highflyer Investments Ltd.  
 Hill, Randall C.  
 Hillard, Erin Michael  
 Hilltop Securities Inc.  
 Hinckley, Tyler  
 Hirsh, Robert B.  
 Hirt Dennis L.  
 Hitchman, Nancy Elaine  
 Hoch, Raymond  
 Hoffman, Joseph Henry

Hofmann, Susan  
Hofstadler, Joyce L.  
Holling, Jesse J.  
Holmes, Chad Edward  
Hom, Beverly S.  
Homer, Donald A.  
Hongli, Clifford  
Hoogland, John Brian  
Hoogland, Melissa J.  
Hopkins, David Gary  
Hornung, Rebecca D.  
Hornung, William R.  
Horton, Robert Richard  
House, Richard  
Housing & Urban Development Corp. Ltd.  
Hsu, Cheng K.  
Huber, Jan Christian  
Huc, Laurent L.  
Hughes, Jeffrey D.  
Hung Pham Tod  
Hunter, Jackson  
Huskey, Michael L.  
Huss, Anne C.  
Ice, Abbie L.  
Ikegami, Machiko  
Inman, John P.  
Intermarket Corp.  
Invesco Capital Management LLC  
Invesco Global Short Term High Yield  
Bond ETF  
Jacobs, Michael  
Jacobs, Russell Scott  
Jacobson, T.  
Jacobstein, Arthur Ronald  
Jacoby, Geoffrey  
James Lew Maxwell Revocable Trust  
James P. Scanlon Revocable Trust, The  
James, Dean  
Jenkins, Anne H.  
Jenne, Fredrick B.  
Jerry H. Jacobson Revocable Trust U/A  
dated 5/24/1999  
JHF II - U.S. High Yield Bond Fund  
JLP Credit Opportunity IDF Series Interests  
of the SALI Multi-Series Fund LP  
JLP Credit Opportunity Master Fund Ltd

John T. Parker & Michelle EL Trust UA  
12/2/2015  
John, Noel  
Johnson, Robert D.  
Jones, Harry  
Jones, Thomas H., III  
JPMorgan Chase & Co. Inc.  
JPMorgan Chase Bank NA  
JPMorgan Chase Commercial Mortgage  
Securities Corp.  
Judy Scarpinato Rollover IRA Td  
JVB Financial Group LLC  
K. Rowe Investments LLC  
Kahn, Debra S.  
Kairies, Brant T.  
Kangles, Ismahen  
Kaplinsky, Michael  
Karen Bray IRA  
Karen G Hopp IRA  
Kasik, Lee  
Keadey, William Adam  
Keating, Robert M.  
Keller, Brian A.  
Kelly, Melissa M  
Kelly, Paul M.  
Kenneth E. Haggard Living Trust  
Kenneth J. Cooke IRA  
Kenny, Christopher  
Kestner, Diane E.  
Kestner, Melvin M  
Ketcham, Braham B.  
Kevin Ian Rowe Trustee  
KeyBank NA  
KeyBank NA Trustee FBO Bugbee+Conkle  
Profit Sharing Plan  
Khanh, Ngo  
Kilfoyle, Robert E.  
Kim D. Kwiatek IRA  
Kim, Steve S.  
Kingdom Trustee Co. Custodial  
Kirchhoff, Susan  
Kirchhoff, Thomas J.  
Kirk, Thomas E.  
Kirksey, Virgil V.  
Kleine, Bruce Leonard  
Kleinman, Gary S.

Kline, William F.  
Klos, Rosemary  
Knier, Michael S.  
Knox, Thomas E.  
Koch, Richard J.  
Koester, Ronald Lee  
Koll Irwindale Business Center  
Kollmer, Charles E.  
Koppel, George L.  
Kosiewicz, Edward L.  
Kramer, Angela S.  
Kring, Lucille  
Kring, Ronald G.  
Kubak, Karl  
Kumabe, Elaine Y.  
Kurt David Zemke Beneficiary IRA  
Labath, Gail  
Laboz, Jason  
Labrie, Joseph H.  
Lafontaine Christian Church  
Lam, Ying Jennifer  
Lambi Family Charitable Trust  
Lamborn, Daniel R.  
Land, Charles B.  
Landis, Cathleen Delores  
Lanier, John E.  
Latuda, Frank A., Jr.  
Laufman, Lauri  
Lauren Valentin IRA SEP  
Laurie G. Buchanan Rollover IRA  
Lavender, Joel R.  
Lawrenz, Donald Robertson, III  
Lawson, Donald O.  
Lebowsky, Michael A  
Ledvina, Sharlene Ann  
Lee, Cheryl  
Lehman, Roberta  
Leonard, Patricia Poulos  
Lesight, Judi  
Letcher, Christopher J.  
Levy, Sue S.  
Levy, Theodore  
Lewis, Erin C.  
Lewis, Maria L.  
Liepack, Otfried G  
Liese L. Martin Testamentary Trust

Linda E. Hultsch Rollover IRA  
Lindsey, Tommy G.  
Linse, Artur  
Litow, Joseph M.  
Litten, Daniel  
Litterst, Claudia  
Liu, Jun  
LMD Consulting LLC  
Loeb, Arielle Lynne  
Lois A. Shafman IRA  
Lombard Odier Asset Management  
(Switzerland) SA  
London, Peter J.  
Long, Bruce T.  
Long, Stephen Lynn  
Loretta Clara Vogel Rollover IRA  
Loughead, Clyde M.  
Louise E. Zeliff Living Trust  
Loutrel, Charles  
Luchtefeld, Jason  
Lundstrom Enterprises Inc.  
Lynagh, Gertrud H.  
Lynch, Jerome Patrick  
M., Friedenberg, Kathleen  
Ma, Jianxing  
Mabry Donald Ray  
Machen, Byron C.  
Magee, Peter  
Mahler, Susan  
Majumder, Rahul  
Malecka, Irene K.  
Maloney, Ken  
Malora, Daniel  
Malora, Kimberly  
Maltese, Joseph  
Mangels, Robert H.  
Mann, John H., Jr.  
Mannheimer, Theodore H.  
Manning, Brett  
March Boronat, Manuel Rafael  
Marcia M. Cronin IRA  
Margaret Roberts Family  
Mark Hermann SEP IRA Td Ameritrade  
Mark Palaszewski IRA  
Mark Paul Terk Charitable Trust  
Marote, Claudio, Jr.

Marra, Dante A.  
 Marston, Anna M.  
 Martinez, Cherie Caryl  
 Masui, Helen T.  
 Matta, Isaac I.  
 Mattson, Douglas  
 Maxim Ventures Ltd.  
 Mayer Tod, Levi J.  
 McCabe, Michael  
 McClendon, David W.  
 McCormick, Alice  
 McCoy, Michael  
 McDonald, Gregory J.  
 McDonald, Madonna E.  
 Mcdonough, Bruce A., Sr.  
 Mcdowell, David T.  
 Mcelroy, Richard  
 McGregor, Kristin Lee  
 McLoughlin, James  
 Mcmurry, Charles K.  
 McNeese, Mitchell  
 Meghan M. Moroney Roth IRA Td  
 Mehringer, Gabe  
 Mehringer, Marian  
 Mengod, Javier  
 Merced Capital LP  
 Merced Partners LP  
 Merced Partners V LP  
 Mercer QIF Fund PLC  
 Mercer QIF Fund PLC - Mercer Investment  
 Fund 1  
 Mercedes Sousa, Sandra Maria Das  
 Merkner, James  
 Merkner, Mary Lou  
 Meyer, Franklin N.  
 Michael & Nancy Klemens 2004 Revocable  
 Trust  
 Michael D. Salter IRA  
 Michels, James E.  
 Michelsen, Jeffrey Scott  
 Miguel Perez Trust  
 Milewski Enterprises Inc.  
 Miller, Ray J.  
 Miller, Robert T.  
 Miller, Stan  
 Miller, Theresa A.

Miller, Todd  
 Mills, Lawrence W.  
 Mills, Willard, III  
 Minard, Raymond  
 Misch, Josh  
 Mitchell, Tong Man  
 Mody Alexander Clark Tod  
 Mohler, John  
 Moody, Timothy Edward  
 Moon, Brent R.  
 Morella Baquero-Camejo Trust, The  
 Morgan Stanley & Co. LLC  
 Morgan Stanley for the benefit of David K  
 Dunigan Revocable Trust  
 Morgen, James  
 Moriarty, Pamela J.  
 Moroney, Catherine I.  
 Moroz, Irina  
 Morrill, Clarence Grant  
 Morris, John A.  
 Morris, Michael  
 Motzer, George R.  
 Mount San Antonio Community College  
 District  
 Mraz, David  
 Muhlbaier, David R.  
 Munck, Chris  
 Murray, Christopher A.  
 Mutino, Joseph P.  
 Myers, Elizabeth  
 Myles, John D.  
 Naguszewski, Robert K.  
 Naik, Manish R.  
 Nancy G. Chapin (IRA)  
 Napchan, Marcos  
 Nassau Asset Management LLC  
 Nassau Life Insurance Co.  
 Natam Management Co. SA  
 National Financial Services LLC  
 National Financial Services/Fidelity  
 Management Trust Co. IRA  
 National Financial Services/Fidelity  
 Management Trust Co. IRA Beneficiary  
 Distribution Account  
 National Financial Services/Fidelity  
 Management Trust Co. Rollover IRA

National Financial Services/Fidelity  
 Management Trust Co. Roth IRA  
 Natoli, Frank  
 Nelson, Earl O.H.  
 Nguyen, Quang N.  
 NHR Family LLC  
 Nicely, Lesa  
 Nichols, Clifford W.  
 Nickens, Don  
 Nishioka, Roland T.  
 Niswander, Helen K.  
 Nolan, Edward J., III  
 Noles, Alathia  
 North American Potato Market News  
 Northern Trust Co., The  
 Northern Trust Co., The, as Custodian  
 Nosse, Richard L.  
 Oak Hill Advisors LP  
 Oakes, Renee  
 O'Connell, Daniel L.  
 Oglander Living Trust  
 O'Hara, Mandy  
 Olivieri, David  
 Oppenheimer & Co. Inc.  
 Oswald Donald J.  
 Oxenden, Stephen James  
 Oye Investments Inc.  
 Palmer, Suzanne  
 Palmer, Terrell Donahoo  
 Palomino, Esperanza Rodriguez  
 Pandora Select Partners LP  
 Papelex MB CA  
 Parke, John T.  
 Parker, Benton Clay  
 Parker, S Dupree.  
 Parliament, David W.  
 Parr, Philip R.  
 Pasco, C.  
 Pasco, G.  
 Patel, Vitthal S.  
 Paternostro, Sharon B.  
 Patrick Serville IRA  
 Paul Holyszko IRA  
 Paul, Marcie  
 Pedersen, Robert C.  
 Peitz, David J.

Peltekis, James A.  
 Pension Administrators Inc.  
 Permoda, Dennis J.  
 Peter J. Ewing IRA  
 Philip Anthony St. Romain Roth IRA  
 Phillips, Howard W.  
 PHL Variable Insurance Co.  
 Phoenix Investment Advisors LLC  
 Pigott, John Stephen  
 Pilot, Curtis H.  
 Pimaceim International Ltd.  
 Pipski, John Roger  
 Pizzuti, Donato F.  
 Pizzuti, Marie  
 Plateau, Pierre  
 Pogyor, Robert L.  
 Pollak, Karen J.  
 Portafolio de Inversiones PDEI Fondo  
     Bursatil EN USD  
 Potemkin, Peter Eugene  
 Powerplay Enterprises Ltd.  
 Powers, Mark W.  
 Prechter, Michael A.  
 Preston, Robert G.  
 Pritchett, Mary L.  
 Pritchett, Ronald W.  
 Private Trust Co., The, Customer IRA  
 Private Trust Co., The, Customer Rollover  
     IRA  
 Private Trust Co., The, Customer SEP IRA  
 Puckett, Mathew  
 Pumilia, Steven Colt  
 Punt, James Howard  
 Purdy, G. James  
 Pyles, Mark  
 QH Investment Partners LLC  
 Quear, Irene K.  
 Quigley, Michael  
 Quintero, Virginia Pinzon  
 R. White & J. White Joint Revocable Living  
     Trust U/A dated 12/6/2006  
 Rafalski, Larry D.  
 Ramaswamy, Kannan  
 Ramnath,. Devesh  
 Rasmussen, Irene C.  
 Rasmussen, Theodore E., Jr.

Raymond N. Sasaki Roth IRA Td  
Rayna S. Harris IRA Td Ameritrade  
Rebhan, Curtis Edward  
Reeves, Richard E., III  
Regions Bank Corp.  
Reinking, Gordon  
Reiser, Charles M.  
Renda, Robert L.  
Renner, Thomas R.  
Repoff, Stephen J.  
Republic Bank & Trust Co.  
Reynolds, Jeannette P.  
Ribellino, James  
Richards, Bartlett  
Richards, John B.  
Richmond, Leslie Ivan  
Riggs, Cecil A.  
Riggs, Clair Barnett  
Rittgers, Courtney  
Robert Faraci & Donna Faraci Trust  
Roberts, Anna M.  
Robinson, Pamela Lynn,  
Robinson, Roger Leon  
Robinson, Ronald T.  
Rodrigues, Vitor  
Rogers, Jack Alan  
Rogowski, Joseph R.  
Rohr, Roger W.  
Rolison, James P.  
Roof Engineering PSP  
Rosa, Michael A.  
Rosalie Galanti Credit Trust, The  
Roscoe, Robert W.  
Rosen, Jeffrey Peter  
Rosenfield, Jay  
Rosenfield, Lily  
Roth, Michael J.  
Rothert, David Mark  
Rotskoff, Albert  
Routledge, John  
Rowe, Kevin Ian  
Roylance, Richard R.  
Rozon, Glenn  
Rozzo, Louise  
Ruan, Xiaoyu  
Rubin, Kevin

Rubin, Lisa Ann  
Ruch, Ken  
Runyon, Charles  
Russell, Harry Hand, III  
Russell, Lindsey  
Ruud, James M.  
Ryan, M Seamus  
SA Real 19 Ltd.  
Saer De Venezuela CA  
Saito, Yoko  
Salentiny, Dustin  
Salentiny, Dustin M.  
Salinas, Guillermo Eduardo  
Salvador, John Andrew  
Samples, James Larry  
Sanders, Sally A.  
Sanders, William  
Sanko & Clement Family LLC  
Sapp, Ernestine S.  
Sarge, William T.  
Savage, Stephanie  
Savell, David Brian  
Schifano, Ronald  
Schlank, Billie Ruth  
Schmetter, Randy E.  
Schroeder, Steve A.  
Schweiger, Joseph I.  
Scluper Partners Ltd.  
Scott E Mellanby Revocable Trust, The  
Scott, Doyle G.  
Scott, Rick  
Sears, Larry D.  
Seidler, Rosemary  
Selz Capital LLC  
Serimian, Marlon D.  
Severson Family Properties LLC  
SG Americas Securities LLC  
SG Paris Fixed Income  
Shaw, Virginia P.  
Sheffield, Sandra G.  
Sheldrup Building Services Co.  
Sherwood, Geoffrey B.  
Shiferaw, Yohannes C.  
Shishodia, Rakesh  
Shishodia, Renu  
Shoda, Ken

Short, John Michael  
Showalter, A. Harold  
Sidhu, Jaypal Singh  
Silva, Carlos Gonzalez  
Simonsen, Lasse  
Simpson Richard R.  
Simpson, David Graham  
Simpson, Richard R., Jr.  
Simsic, John E.  
Siwek, Rafi  
Slatton, Barry K.  
Slone, Gary A.  
Smallman, Robert H.  
Smedira, Jean F.  
Smith, Tamara C.  
Smith, Timothy  
Smoker, David S.  
Snell, Jaye B.  
Snollaerts, Etienne P.  
Sodie, Susan  
Sohacheski, Jaime  
Solomon, Gregory  
Solus Alternative Asset Management LP  
Somay, Metin  
Souhrada, Donald  
South Dakota Investment Council  
Spangler, Donald Mark  
Spedale, Daniel R.  
Spencer, E.  
Spencer, S.  
SPI Pharma Inc.  
Spinner, Ralph  
Square & Compass Investment Club LLC  
Stahlberg, Steven  
State Street Bank & Trust Co.  
State Street Global Advisors Inc.  
Stefflre, Gregory A.  
Steinberg, Harry Seymour  
Steiner, Kathleen  
Stepanoff, Serge  
Stettner, Jerald W.  
Steven Kroll Trust, The  
Stevens, Kevin Lewis  
Stewart, Ricky L.  
Stifel, Nicolaus & Co. Inc.  
Stockcross Financial Services Inc.

Stone, Stephen  
Stonehill Capital Management LLC  
Stonehill Institutional Partners LP  
Stonehill Master Fund Ltd.  
Story, Edward C.  
Strayer, Jayson Dee  
Susan Kahn Trust  
Sutton, Ralph  
Swallen, Drew Lamar  
Sweeney, David James  
Sweigart, Ernest M.  
Tabedzki, Richard Z.  
Tang, Nelson  
Tanioka, Susan M.  
Taylor, Arthur  
Taylor, Julie Yates  
Teachers Insurance & Annuity Association  
of America, The  
Teaumen & Grace Fuite Foundation  
Tejedor, Eduardo Ortega  
Tester, Neil  
Theodore E. Rasmussen III IRA  
Thijs M. Leenders (IRA)  
Thomas G. Hess Revocable Trust  
Thomas, Glenn C.  
Thompson, David S.  
Thompson, James Larry  
Thompson, Joseph Mark  
Thor, Daniel W.  
Tim Loo, Stanley Yuk  
Todd & Michelle Parker Trust  
Todd Colucy Rollover IRA  
Tomashefsky, Steven  
Topham, Abraham Matthew  
Townsend, Darryl  
Townsend, Darryl Ray  
Townsend, Sally  
Townsend, Sally E.  
Tranbarger, Mick L  
Trimble, James  
Trongeau, Leslie N.  
Trust for the benefit of Leonard & Ronnie  
Rubin  
Trustee of The Hugh M.  
Tse, Joanna  
Turnbow, Bennett

Turton, Thomas Wayne  
 UBS Group AG  
 Umeda, Eileen M.  
 Umeda, Leslie H.  
 URI Shohet Rollover IRA  
 Urwiller, Steven W.  
 USAFact Inc., 401K Plan  
 Uwechue, Uzo Phil  
 Uzdy, Zoltan  
 Vajda, David J.  
 Valdez, Betty  
 Valledupar Valley Management Co. LP  
 Valueworks Capital Management LLC  
 Vaneck, Charles  
 Vanessa Falkoff Rollover IRA  
 Vanleeuwen, Evan Balfour  
 Vanpelt, Barbara J.  
 Velcorp LLC  
 Verhoeven, Thomas  
 VFTC TR  
 Villar Cid, Juan Carlos  
 Vlitos-Rowe, Irene Helen  
 Vu, Michael H.  
 Waheguru Singh Khalsa IRA  
 Walker, Robert A.  
 Walker, Sam H.  
 Waller, Ronald Mark  
 Wang, Joy C.  
 Wang, Patrick X.  
 Ward, William D.  
 Wark, Dale A.  
 Watts, James Alfred  
 Wawrin, Elodie J.  
 Webber, Robert P.  
 Weber, Carl Jay  
 Weber, Jason Ethan  
 Weber, Jay  
 Webster, Len  
 Weinberg, Amir  
 Weinberg, Zwi  
 Weinstein, Richard H.  
 Wells Capital Management Inc.  
 Wells Fargo & Co.  
 Wells Fargo Income Opportunities Fund  
 Wells Fargo Multi-Sector Income Fund  
 Wells Fargo Utilities & High Income Fund

Wells, James L.  
 Werchadlo, Joshua  
 West Texas Independent Financial Services  
 WFA PCL Collateral Account  
 WFNBA Collateral Account Fbo  
 Whiston, William B.  
 Whitebox Advisors LLC  
 Whitebox Asymmetric Partners LP  
 Whitebox Credit Partners LP  
 Whitebox GT Fund LP  
 Whitebox Multi-Strategy Partners LP  
 Whitebox Relative Value Partners LP  
 Wicker, Edward R., Sr.  
 Widdicombe, Sara Ingersoll  
 Wilhelm, Rita A.  
 Wilkinson, Webster  
 William Kahn Trust  
 William R. Look Rollover IRA  
 William R. Owen IRA  
 William T. Seila (IRA)  
 Williams, Michael  
 Williams, Morgan Lloyd  
 Wilmington Trust NA  
 Wilson, Cindy Anne  
 Wilson-Murphy, Colin Lawrence  
 Windermere Ireland Fund PLC  
 Winters, Marilyn H.  
 Wojnarowski, James R.  
 Wolcott, Jenna  
 Wolf, Clifford A.  
 Wolf-Small, Brigitte  
 Wolverine Asset Management LLC  
 Wolverine Flagship Fund Trading Ltd.  
 Wong, Lauren M.  
 Wood, Charles Dillard, Jr.  
 Woodvale Management Financial Ltd.  
 Worden, Barbara J.  
 Wright, John  
 Wright, Robert M., Jr.  
 Wu, Meng-Lin  
 Wyss, Angelina  
 Yanchyshyn, Peter Eugene  
 Yauchler, Gene  
 Yauchler, Judy  
 Yeldezan, Charles  
 Yohman, Chance Evan

Young, Carolyn M.

Young, Michael M.

Zabel, John R.

Zatorski, Richard T.

Zitzner 1998 Revocable Trust

Zlatos, Steve Edward

**SCHEDULE 1(g)**

**Top Vendors**

Admin Navieros del Golfo  
Bollinger Shipyards LLC  
Brunvoll Volda AS  
C-Port/Stone LLC  
Danos LLC  
Fratelli Cosulich Comercio  
Gulf Copper & Manufacturing Corp.  
Huisman North America Services  
International Ship Repair & Marine Services Inc.  
Louisiana Machinery Co. LLC  
MacArtney Group Inc., The  
Mare Island Dry Dock LLC  
Marine Fab & Repair Inc.  
Provisions Energy & Marine Support  
Schottel Inc.  
Speedcast Communications Inc.  
Talleres Navales del Golfo  
United UATP Program  
Vigor Marine LLC  
Wartsila North America

## **SCHEDULE 1(h)**

### **Governmental/Regulatory Agencies/Unions**

ABS Americas	Louisiana, State of, Department of
ABS Mexico	Environmental Quality
Almeida, Cesar Augusto Ramon	Louisiana, State of, Department of Revenue
American Bureau of Shipping Inc.	Louisiana, State of, Secretary of State
Aquapar Consultoria Naval Ltda.	Louisiana, State of, Commissioner of
Aransas - Corpus Cristi Pilots	Securities
Associated Branch Pilots	Mexico, Government of, Servicio de
Associated Federal Pilots	Administración Tributaria
Boston Coastwise Pilots	Michigan, State of
Broward, County of (FL), Tax Collector	Mobile Bar Pilots LLC
Bureau Veritas Marine Inc.	Moorehead City Pilots Association
Bureau Veritas Mexicana SA de CV	New Jersey, State of
California, State of, Department of Fish &	New York Stock Exchange Inc.
Game	New York, State of
Charleston Branch Pilots Association	New York, State of, Department of State
Collin, County of (TX), Tax Assessor	NO/BRA Steamship Pilots Association
Collector	O'Brien's Response Management Inc.
Columbia River Bar Pilots	Pacific Pilotage Authority
Columbia River Pilots	Palm Beach Harbor Pilots Association
Conagua	Pascagoula Bar Pilots
Crescent River Port Pilots	Pirani & Associates Ltda.
Crockett, City of (TX), Tax Assessor	Port Everglades Pilots Association
CSR Consultoria e Engenharia Ltda.	Port of Corpus Christi Authority
Delaware, State of	Port of New Orleans
Det Norske Veritas (USA) Inc.	Port Ship Service Inc.
Detran Estado do Rio de Janeiro	Portsmouth Pilots Inc.
DNV GL Ltda.	Prefeitura Niteroi
Financial Accounting Standards Board, The	Prefeitura Rio de Janeiro
Galveston-Texas City Pilots	Previdencia Social
George Lee Ltd.	Puget Sound Pilots
Governo do Estado do Rio	Romania, Government of, Bugetul de Stat
Harris, County of (TX), Tax Assessor-	Sabine Pilot Association
Collector	San Francisco Bar Pilots
Hawaii Pilots Association	Secretaria da Receita Federal
Houston County Appraisal District	Sidmag 2008 Organizacoes Conta
Houston Pilots	SindFogo
Iberia, Parish of (LA)	Sindicato Nacional Dos Taifeir
Isle of Man, Government of the, Department	Sindmarconves
of Trade	Southeast Alaska Pilots Association
Lafourche Parish School Board	St. Andrew Bay Pilots Association
Lafourche, Parish of (LA), Government	St. Johns Bar Pilot Association
Lafourche, Parish of (LA), Sheriff's Office	St. Mary, Parish of (IL), Sheriff's Office

St. Tammany, Parish of (LA)  
St. Vincent & the Grenadines, Government  
of  
Syndarma  
Tangipahoa, Parish of (LA), Sheriff's Office  
Terrebonne, Parish of (LA), Sheriff & Ex-  
Officio Tax Collector  
Tribunal Justica do Estado de São Paulo  
Trinidad & Tobago, Government of, Board  
of Inland Revenue, Chairman  
Trinidad & Tobago, Government of,  
Ministry of Finance  
United Kingdom, Government of the, Board  
of Inland Revenue  
United States, Government of the,  
Department of Health & Human  
Services  
United States, Government of the,  
Department of Homeland Security  
United States, Government of the,  
Department of Treasury  
United States, Government of the, Federal  
Communications Commission  
United States, Government of the, Federal  
Trade Commission  
United States, Government of the, Securities  
& Exchange Commission  
US Coast Guard Art/Others  
US Coast Guard Overseas  
USCG Vessel Inspection  
Vanuatu Maritime Services Ltd.  
Virginia Pilot Association

**SCHEDULE 1(i)**

**Insurance/Surety Bonds**

Afianzadora Sofimex SA  
American Longshore Mutual Association Ltd.  
Armada Administrator LLC  
Arnold & Arnold Inc.  
Aucoin Claims Service Inc.  
AXA Seguros SA de CV  
Bowen Miclette & Britt of LA LLC  
Bradesco Auto/RE Companhia de Seguros  
Bradesco Vida e Previdencia SA  
BXS Insurance  
C. A. Shea & Co. Inc.  
Chubb Ltd.  
Chubb Seguros Mexico SA  
Chubb Seguros Saude SA  
Cigna Expat Health Insurance  
Corporacion del Fondo del Seguro del Estado  
Duff & Phelps LLC  
Euler Hermes North America Insurance Co. Inc.  
FAJE Logistica e Transporte Ltda.  
Fernandes Maritime Consultants LLC  
Frenkel & Co.  
HSBC Seguros SA de CV, Grupo Financiero HSBC  
Lockton Cos. International Ltd.  
Lockton Mexico Agente de Seguros y Fianzas SA de CV  
Marsh USA Inc.  
MetLife Mexico SA  
Nationwide Agribusiness Insurance Co.  
Philadelphia Indemnity Insurance Co.  
Prudential Insurance Co. of America Inc., The  
Seguros Afirme SA de CV  
Seguros Banorte SA de CV  
Seguros Inbursa SA Grupo Financiero Inbursa  
Seguros Sura SA  
Sul América SA  
SulAmérica Odontologico SA  
Tokio Marine Seguradora SA  
Unum Life Insurance  
Westchester Fire Insurance Co.  
Western Surety Co.  
York Risk Services Group Inc.

**SCHEDULE 1(i)**

**Investment Banker**

Guggenheim Securities LLC  
Oppenheimer & Co. Inc.

**SCHEDULE 1(k)**

**Landlords**

Bolanos, Imelda Josefina  
Carrillo, Jose Luis Martinez  
Carvalho Hosken SA Engenharia e Construções  
Chame, Luiz Sergio  
Construcciones e Inmobiliaria  
Constructora e Inmobiliaria Centroamericana SA de CV  
Cubillan, Marlon Engels Marin  
CWS Corporate Housing LLC  
Dove, Gordon E., Sr.  
Escalante, Maria Jose del Rio  
Gmorla Sul Construcao Civil  
Grupo RH SA de CV  
GWP Eight Twelve LLC  
Hornbeck Ranch  
Hornbeck, Larry D.  
Inmobiliaria Marqcast SA de CV  
Jarrin, Salvador Jesus Compan  
Le Monde ADM Ltda.  
Louisiana, State of, Division of Administration, Greater Lafourche Port Commission  
Miranda, Paulo Roberto Pascoal  
Northpark Corporate II LLC  
NVD Centro de Negocios  
PAX Imóveis Ltda.  
SCF Brazil NP Fundo de Investimento Direitos Creditorios Nao Padronizados Multissetorial  
Scott Armature Sales & Storage LLC  
Stirling Properties LLC  
Sunflower Maritime Support Ltda.  
Tents of the Southwest Inc.  
Waterstone at Springfield

**SCHEDULE 1(l)**

**Litigation**

Arteaga Feliciano, Beatriz Ivon  
Astromaritima Navegacao SA  
Cañedo, Ruben Agustin  
Contreras Mendez, Jose Manuel  
Contreras, Evert Ramirez  
Gapiz, Eduardo Muñoz  
Gulf Island Shipyards LLC  
Izquierdo, Julio Cesar  
Kelley, Bobby  
Knox, Carlos  
Lima, David Graciano  
Limberg, Liborio Gil  
Macaé, Municipality of (RJ)  
Martinez Rodriguez, Reyna Elizabeth  
Mendonça da Silva, Roquelane  
Opinvest Participações e Serviços Ltda.  
Pedrero Montiel, Fernando Alejandro  
Pesta, Steven  
Petroleo Brasileiro SA  
Quintanilha, Pedro Lacerda  
Rielage, Uwe  
Rio de Janeiro, Municipality of (RJ)  
Spivey, Ward  
Tiznado Maldonado, Jose Carlos

**SCHEDULE 1(m)**

**Significant Customers**

All In Services SA de CV  
Anadarko Petroleum Corp.  
Apache Suriname 58 Corp.  
Aqueos Corp.  
Astromaritima Navegacao SA  
BHP Billiton Petro Americas  
BHP Billiton Petroleum TT Ltd.  
BOE Exploration & Production  
Bunker One Combustiveis  
Chevron Production Co.  
Deep Gulf Energy LP  
Delta SubSea LLC  
Diamond Offshore Drilling Inc.  
Drebbel de Mexico SA de CV  
Enermech Mechanical Services Inc.  
Eni US Operating Co. Inc.  
Equinor Gulf of Mexico LLC  
Equinor South Riding Point LLC  
Exxon Mobil Corp.  
Foss Maritime Co.  
Fourchon Launch Services LLC  
Fugro USA Marine Inc.  
Grupo R Perforacion  
Halliburton Energy Services Inc.  
Heerema Marine Contractors  
HOC Offshore S. de RL de CV  
HOS-MEX  
J. Ray Mcdermott de Mexico  
Karooon Peru Registry  
Kilgore Marine LLC  
Kosmos Energy Gulf of Mexico  
LLOG Exploration Co. LLC  
McDermott Inc.  
M-I LLC  
Military Sealift Command  
Murphy Exploration & Production & Co.  
Oceaneering International Inc.  
Oceaneering International SA de CV  
O'Rourke Dist. Co. LLC  
PC Carigali Mexico Operations SA de CV  
PEMEX Exploracion y Produccion  
Permaducto SA de CV

Petroleo Brasileiro SA  
Repsol Exploracion Guyana SA  
Rovop Inc.  
Seiche Ltd.  
Servicos de Petroleo Constellation SA  
Shell Brasil Petroleo Ltda.  
Shell Offshore Inc.  
SKY-MAR Services SA de CV  
SMIT Salvage Americas Inc.  
Subsea 7 (US) LLC  
Subsea 7 i-Tech Ltd.  
Subtec SA de CV  
Talos Energy Inc.  
Talos Energy Offshore Mexico 7  
Technip USA Inc.  
URS Corporation México S. de RL de CV  
Vision Technologies Marine Inc.  
VT Halter Marine  
W&T Offshore Inc.  
Walter Oil & Gas Corp.

**SCHEDULE 1(n)**

**U.S. Trustee Office**

Boykin, Jacqueline  
Duran, Hector  
Griffin, Barbara  
Hobbs, Henry G.  
Johnson-Davis, Luci  
Livingstone, Diane  
March, Christine  
Motton, Linda  
Otto, Glenn  
Ratchford, Nancy  
Robbins, Judy A.  
Schmidt, Patricia  
Smith, Gwen  
Statham, Stephen  
Waxton, Clarissa

**SCHEDULE 1(o)**

**Utilities**

AT&T Inc.  
AT&T Mobility LLC  
CFE Suministrador de Servicios Basicos  
Claro SA  
Comcast Business Communications LLC  
Comcast Cable Communications LLC  
Comercializadora Metrogas SA de CV  
Companhia Distribuidora de Gás do Rio de Janeiro - CEG  
Constellation Energy Group Inc.  
DS Services of America Inc.  
Entergy Corp.  
Houston County Electric Cooperative Inc.  
Lafourche Parish Water District No. 1  
Light Serviços de Eletricidade SA  
Republic Services Inc.  
SBC Internet Services Inc.  
South Louisiana Electric Cooperative Association  
Spectrum  
Tangipahoa Water District (LA)  
Verizon Wireless Services LLC  
Viasat Inc.  
Vision Communications LLC  
Vivo Energy plc

## SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Anadarko Petroleum Corp.	Kerr McGee Corporation Occidental Petroleum Corporation	Closed Closed
Ares Management LLC	American Capital Equity Management II, LLC  American Capital Strategies Ltd. American Capital, Ltd. Antony Ressler Ares Capital Corporation and certain of its funds Ares Commercial Real Estate Corporation  Ares Energy Investors Fund V, L.P. Ares Energy Opportunities Fund, LP Ares European Real Estate Advisors IV, L.P.  Ares European Real Estate Fund III, L.P.  Ares Management Corp. Ares Management Corp. and certain of its funds  Ares Management Corporation Ares Management Limited Ares Management LLC Ares US Real Estate Opportunity Fund III, L.P.  Ares US Real Estate Opportunity Parallel Fund III-A, L.P.  David B. Kaplan James H. Simmons, III Matthew Cwiertnia	Current  Closed Closed Current Current  Current  Current Current Closed  Current  Current Current Current Current  Current Current Closed
Arnold & Arnold Inc.	Hellman & Friedman LLC	Current
AT&T Inc. AT&T Mobility LLC SBC Internet Services Inc.	AT&T Corporation AT&T Inc. AT&T Intellectual Property II, L.P. AT&T Intellectual Property LLC AT&T Services, Inc.	Closed Closed Closed Closed Current

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Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Barclays plc	Barclays Barclays Capital Inc.	Current Closed
BHP Billiton Petro Americas BHP Billiton Petroleum TT Ltd.	BHP Billiton Limited BHP Billiton Marketing Asia Pte Ltd.	Current Current
Blackrock Fund Advisors	Mark B. Florian Patrick C. Eilers	Current Current
BNY Mellon Asset Management North America Corp.	Alcentra Limited	Closed
BNY Mellon NA	BNY Mellon Capital Markets, LLC	Closed
BOE Exploration & Production	BCP (Singapore) VI Cayman Acquisition Co. Ltd.	Current
LLOG Exploration Co. LLC	BCP VIII, L.P.	Current
Solus Alternative Asset Management LP	Bilal Khan	Current
	Blackstone Alternative Asset Management L.P.	Current
	Blackstone Alternative Solutions LLC	Current
	Blackstone Asia	Current
	Blackstone Family Real Estate Partnership (Offshore) VIISMD L.P.	Current
	Blackstone Family Real Estate Partnership Europe IV-SMD L.P.	Current
	Blackstone Infrastructure Partners	Current
	Blackstone Life Sciences Advisors LLC	Current
	Blackstone Management Partners LLC	Current
	Blackstone Mortgage Trust Inc.	Current
	Blackstone Property Partners L.P.	Closed
	Blackstone Real Estate	Current
	Blackstone Real Estate Advisors LP	Current
	Blackstone Real Estate Holdings (Offshore) VII-NQ L.P.	Current
	Blackstone Real Estate Holdings (Offshore) VII-NQ - ESC L.P.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Blackstone Real Estate Holdings Europe IV-NQ ESC L.P.	Current
	Blackstone Real Estate Partners	Current
	Blackstone Real Estate Partners (Asia) Limited	Closed
	Blackstone Real Estate Partners (Offshore) VII.F-NQ L.P.	Current
	Blackstone Real Estate Partners (Offshore) VII.TE.1-8-NQ L.P.	Current
	Blackstone Real Estate Partners (Offshore) VII-NQ L.P.	Current
	Blackstone Real Estate Partners Europe	Current
	Blackstone Real Estate Partners Europe IV-NQ L.P.	Current
	Blackstone Real Estate Partners Limited	Current
	Blackstone Real Estate Special Situations Advisors LLC	Current
	Blackstone Singapore Pte Ltd.	Current
	Blackstone Strategic Capital Holdings	Current
	Blackstone Strategic Capital Holdings L.P.	Current
	Blackstone Strategic Opportunity Fund	Current
	Blackstone Strategic Partners	Current
	Blackstone Tactical Opportunities	Current
	Blackstone Tactical Opportunities Advisors LLC	Current
	Blackstone Tactical Opportunities Fund, L.P.	Closed
	David I. Foley	Current
	GSO Capital Opportunities Fund III L.P.	Current
	GSO Capital Partners	Current
	GSO Capital Partners International LLP	Current
	John-Paul Munfa	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Jonathan Korngold	Closed
	LLOG Bluewater, LLC	Current
	Solus Alternative Asset Management LP	Current
	Strategic Partners Fund Solutions	Current
	The Blackstone Group	Current
	The Blackstone Group International Partners LLP	Current
	Vikram Suresh	Current
Canaccord Genuity Group Inc.	Canaccord Genuity Wealth Management	Current
	David Esfandi	Closed
Canyon Capital Advisors LLC	AECOM-Canyon Real Estate Fund Advisors LLC	Current
	Canyon Capital Advisors LLC	Current
	ICE Canyon LLC	Current
Capital One NA	Capital One Bank (USA)	Closed
	Capital One Financial Corporation	Closed
	Capital One National Association	Closed
	Murray Abrams	Current
Centerbridge Partners LP	Centerbridge Partners Europe LLP	Closed
	Centerbridge Partners, L.P.	Current
Charles Schwab Bank	Charles Schwab & Co., Inc.	Closed
Chevron Production Co.	Chevron Corporation	Current
	Chevron U.S.A. Inc.	Current
Cigna Expat Health Insurance	Cigna Behavioral Health, Inc.	Current
	Cigna Corporation	Current
	Cigna Health and Life Insurance Company	Current
	CIGNA Health Corporation	Current
	Cigna Healthcare - Mid-Atlantic, Inc.	Closed
	CIGNA HealthCare of California, Inc.	Current
	Cigna Healthcare of Colorado, Inc.	Closed
	CIGNA HealthCare of Florida, Inc.	Current
	CIGNA Healthcare of Georgia, Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	CIGNA HealthCare of North Carolina, Inc. CIGNA HealthCare of Pennsylvania, Inc. CIGNA HealthCare of South Carolina, Inc. CIGNA HealthCare of St. Louis, Inc. CIGNA HealthCare of Tennessee, Inc. CIGNA HealthCare of Texas, Inc. Cigna Healthcare, Inc. CIGNA Insurance Co. Connecticut General Life Insurance Company	Current Current Current Current Current Current Closed Current Current
Citi Retirement Account Citigroup Financial Products Inc. Citigroup Global Markets Inc. Citigroup Inc. Grupo Financiero Banamex SA de CV	Citibank Citibank, N.A. Citicorp Citicorp Mezzanine III, L.P. Citigroup Global Markets Asia Limited Citigroup Global Markets Inc. Citigroup Global Markets Ltd. Citigroup Inc. Citigroup Venture Capital International Growth Partnership (Employee) II, L.P. Impulsora de Fondos Banamex, S.A. de C.V., Sociedad Operadora de Fondos de Inversión, integrante del Grupo Financiero Banamex	Former Closed Closed Closed Current Current Closed Closed Closed Current
Comcast Business Communications LLC Comcast Cable Communications LLC	Charter/Comcast JV	Current
Constellation Energy Group Inc.	Exelon Corporation William A. Von Hoene, Jr.	Current Current
Corporacion del Fondo del Seguro del Estado	Commonwealth of Puerto Rico	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Military Sealift Command	Eddie Baza Calvo	Closed
United States, Government of the, Department of Health & Human Services	Government Development Bank of Puerto Rico	Closed
United States, Government of the, Department of Homeland Security	Government of Guam	Closed
United States, Government of the, Department of Treasury	Guam Election Commission	Current
United States, Government of the, Federal Communications Commission	Konstantina Diamantopoulos	Current
United States, Government of the, Federal Trade Commission	Luis F. Cruz Batista	Closed
United States, Government of the, Securities & Exchange Commission	Orly Godfrey	Current
US Coast Guard Art/Others	Puerto Rico Aqueduct and Sewer Authority	Closed
US Coast Guard Overseas	Puerto Rico Fiscal Agency and Financial Advisory Authority	Closed
USCG Vessel Inspection	Rep. William Ballard Hurd	Closed
	Robert J. Quigley	Current
	Territory of Guam	Current
	United States Department of Homeland Security	Closed
DBX Advisors LLC	DB U.S. Financial Markets	Current
	Deutsche Bank AG	Current
	Deutsche Bank AG, New York Branch	Current
	Deutsche Bank Americas Holding Corporation	Current
	Deutsche Bank Securities Inc.	Closed
	Deutsche Bank Trust Company Americas	Current
	Deutsche Bank Trust Corporation	Current
Diamond Offshore Drilling Inc.	Consolidated Container Company	Closed
	Continental Casualty Company	Current
Duff & Phelps LLC	Duff & Phelps LLC	Current
	Duff & Phelps Ltd.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Further Global Capital Management, L.P. Prime Clerk LLC	Current Current
Duff & Phelps LLC	Duff & Phelps LLC Duff & Phelps Ltd. Prime Clerk LLC Stone Point Capital LLC	Current Current Current Current
Enermech Mechanical Services Inc.  Vigor Marine LLC	Carlyle Asia Investment Advisers Limited Carlyle Aviation Fund Management LLC Carlyle Energy Mezzanine Opportunities Fund II, L.P. Carlyle Europe Technology Partners III Advisor S.a.r.l. Carlyle Global Credit Investment Management LLC Carlyle Infrastructure Fund, L.P. Carlyle Investment Management LLC Carlyle Realty Partners III, L.P. Carlyle Realty Partners IV, L.P. Carlyle Realty Partners V, L.P. Carlyle Realty Partners, L.P. Rodney S. Cohen The Carlyle Group The Carlyle Group Europe - CEP IV Advisor S.a r.l.	Current  Current  Current  Closed  Current  Current Current  Closed Closed Closed Closed Current Current Closed
Equinor Gulf of Mexico LLC Equinor South Riding Point LLC	Equinor ASA	Closed
Ernst & Young LLP	Ernst & Young Canada Ernst & Young LLP Ernst & Young U.S. LLP	Current Closed Closed
Euler Hermes North America Insurance Co. Inc.	Allianz Capital Partners GmbH  Pacific Investment Management Company, LLC	Closed  Current
Exxon Mobil Corp.	Exxon Mobil Corporation	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Frenkel & Co. Oak Hill Advisors LP	Oak Hill Capital Management	Current
Goldman Sachs & Co.	Goldman Sachs Goldman Sachs (Asia) LLC Goldman Sachs Asset Management International Goldman Sachs Asset Management International Ltd. Goldman Sachs Group Inc., The Goldman Sachs Group, Merchant Banking Division Goldman Sachs International Ltd. Goldman Sachs MB Services Limited Goldman Sachs Trust Company of Delaware West Street Infrastructure Partners	Current Current Closed Current Current Current Closed Current Closed
Guggenheim Securities LLC	Guggenheim Corporate Funding, LLC Guggenheim Credit Services, LLC Guggenheim Partners Investment Management, LLC	Current Current Current
GWP Eight Twelve LLC	CPP Investment Board CPPIB Asia Inc. CPPIB Canada Inc.	Current Current Current
Highbridge Capital Management LLC JPMorgan Chase & Co. Inc. JPMorgan Chase Bank NA JPMorgan Chase Commercial Mortgage Securities Corp.	Chase Bank USA, N.A. Chase Paymentech Solutions, LLC Highbridge Asia Fund Highbridge Capital Management, LLC Highbridge Co-Investment Vehicle Highbridge Multi-Strategy Fund Highbridge Tactical Credit Fund J.P. Morgan Securities (Far East) Limited J.P. Morgan Securities Asia Pacific Limited J.P. Morgan Securities LLC	Closed Closed Closed Current Closed Closed Closed Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	JP Morgan Chase & Co.	Current
	JPMorgan Asset Management - Global Real Assets	Closed
	JPMorgan Chase & Co.	Current
	JPMorgan Chase Bank NA	Current
	JPMorgan Chase Bank National Association	Current
	JPMorgan Chase Bank, N.A.	Closed
	JPMorgan Funds Limited	Current
	JPMorgan Investment Management Inc. - Global Special Situations	Current
	JPMorgan Investment Management Inc. - Infrastructure Investment Group	Current
	JPMorgan Ventures Energy Corporation	Current
HSBC Seguros SA de CV, Grupo Financiero HSBC	HSBC Bank USA, N.A.	Closed
	HSBC Holdings plc	Current
	HSBC Securities (USA) Inc.	Closed
	The HongKong and Shanghai Banking Corporation Limited	Closed
Invesco Global Short Term High Yield Bond ETF Invesco Capital Management LLC	Invesco Private Capital Inc.	Current
	Invesco Senior Secured Management Inc.	Closed
	WL Ross & Co. LLC	Closed
J. Ray McDermott de Mexico McDermott Inc.	Berlian McDermott (L) Limited	Current
	Berlian McDermott Sdn. Bhd.	Current
	J. Ray McDermott (Aust.) Holding Pty. Limited	Current
	J. Ray McDermott (Luxembourg), S.a r.l.	Current
	J. Ray McDermott (Norway), AS	Current
	J. Ray McDermott (Qingdao) Pte. Ltd.	Current
	J. Ray McDermott Canada Holding, Ltd.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	J. Ray McDermott de Mexico, S.A. de C.V.	Current
	J. Ray McDermott Engineering Services Private Limited	Current
	J. Ray McDermott Far East, Inc.	Current
	J. Ray McDermott Holdings, LLC	Current
	J. Ray McDermott International Vessels, Ltd.	Current
	J. Ray McDermott International, Inc.	Current
	J. Ray McDermott Investments B.V.	Current
	J. Ray McDermott Kazakhstan Limited Liability Partnership	Current
	J. Ray McDermott Logistic Services Private Limited	Current
	J. Ray McDermott Solutions, Inc.	Current
	J. Ray McDermott Technology, Inc.	Current
	J. Ray McDermott Underwater Services, Inc.	Current
	J. Ray McDermott, S.A.	Current
	McDermott (Amazon Chartering), Inc.	Current
	McDermott (DLV 2000 Chartering), Inc.	Current
	McDermott Aqua Lift II) Chartering, Inc.	Current
	McDermott Arabia Company Limited	Current
	McDermott Arabia Holdings, Inc.	Current
	McDermott Asia Pacific Pte. Ltd.	Current
	McDermott Asia Pacific Sdn. Bhd.	Current
	McDermott Australia Pty. Ltd.	Current
	McDermott Azerbaijan Marine Construction, Inc.	Current
	McDermott Blackbird Holdings, LLC	Current
	McDermott Capital Malaysia Sdn. Bhd.	Current
	McDermott Caspian Contractors, Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	McDermott Cayman Ltd.	Current
	McDermott Eastern Hemisphere, Ltd.	Current
	McDermott Engineering L.L.C. and Khalid Suhail Al Shoaibi for Engineering Consultancy	Current
	McDermott Engineering Sdn. Bhd.	Current
	McDermott Engineering, LLC	Current
	McDermott Far East, Inc.	Current
	McDermott Finance LLC	Current
	McDermott Gulf Operating Company, Inc.	Current
	McDermott Holdings (M) Sdn. Bhd.	Current
	McDermott Holdings (U.K.) Limited	Current
	McDermott International B.V.	Current
	McDermott International Investments Co., Inc.	Current
	McDermott International Management, S. de RL.	Current
	McDermott International Marine Investments N.V.	Current
	McDermott International Trading Co., Inc.	Current
	McDermott International Vessels, Inc.	Current
	McDermott International, Inc.	Current
	McDermott Investments, LLC	Current
	McDermott Italia S.r.l.	Current
	McDermott Marine Construction Ghana Limited	Current
	McDermott Marine Construction Limited	Current
	McDermott Marine Mexico, S.A. de C.V.	Current
	McDermott Middle East, Inc.	Current
	McDermott Offshore Services Company, Inc.	Current
	McDermott Old JV Office, Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	McDermott Overseas Investment Co. N.V.	Current
	McDermott Overseas, Inc.	Current
	McDermott Project Support FZE	Current
	McDermott Serviços Offshore do Brasil Ltda.	Current
	McDermott Subsea Engineering, Inc.	Current
	McDermott Subsea, Inc.	Current
	McDermott Technology (2), B.V.	Current
	McDermott Technology (3), B.V.	Current
	McDermott Technology (Americas), Inc.	Current
	McDermott Technology (US), Inc.	Current
	McDermott Technology SUB, LLC	Current
	McDermott Technology, B.V.	Current
	McDermott Technology, LLC	Current
	McDermott Trinidad Ltd.	Current
	McDermott, Inc.	Current
KeyBank NA	KeyBanc Capital Markets Inc.	Current
MetLife Mexico SA	MetLife Private Equity Holdings LLC	Current
M-I LLC	Schlumberger Limited	Current
	Schlumberger Technology	Current
	WesternGeco LLC	Current
Moelis & Co.	Moelis & Company	Current
	Moelis & Company UK LLP	Closed
	Moelis Australia	Closed
Morgan Stanley & Co. LLC	AMLI/BPMT Towne Square Partnership	Current
	Morgan & Stanley & Co. LLC	Former
	Morgan Stanley AIP GP LP	Current
	Morgan Stanley Alternative Investments, LLC	Current
	Morgan Stanley Asia Limited	Current
	Morgan Stanley Infrastructure Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Morgan Stanley Investment Management Limited	Current
	Morgan Stanley Mezzanine Partners	Current
	Morgan Stanley Real Estate Investing	Current
	Morgan, Stanley & Co.	Current
	MS MCC Highland LLC	Closed
	Prime Property Fund	Closed
Murphy Exploration & Production & Co.	Murphy Oil USA, Inc.	Closed
Nationwide Agribusiness Insurance Co.	Nationwide Mutual Insurance Company	Current
	Veterinary Pet Insurance Company	Current
Northern Trust Co., The	50 South Capital Advisors, LLC	Current
Northern Trust Co., The, as Custodian	Northern Trust Fiduciary Services (Guernsey) Limited	Current
Paul Weiss Rifkind Wharton & Garrison LLP	John C. Godfrey	Current
PC Carigali Mexico Operations SA de CV	Petronas Energy Trading Limited	Current
Philadelphia Indemnity Insurance Co.	HCC Insurance Holdings, Inc.	Current
Tokio Marine Seguradora SA	HCC Life Insurance Company	Closed
	HCC Specialty Insurance Company	Closed
	HCC Specialty Underwriters, Inc.	Closed
	Houston Casualty Company	Closed
Prudential Insurance Co. of America Inc., The	Prudential Insurance Company of America	Closed
Repsol Exploracion Guyana SA	Repsol LNG Holding, S.A.	Closed
	Repsol Oil & Gas Canada Inc.	Current
	Repsol Oil & Gas USA, LLC	Closed
Republic Services Inc.	Consolidated Disposal Service, LLC	Closed
SG Paris Fixed Income	SG Americas Securities, LLC	Closed
SG Americas Securities LLC		
Spectrum	Charter Communications Holdings, LLC	Current
	Charter Communications Operating, LLC	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Charter Communications, Inc.	Current
	Charter Communications, LLC	Current
	Charter/Comcast JV	Current
	Spectrum Management Holding Company, LLC	Current
	Time Warner Cable Inc.	Current
	Time Warner Cable Information Services (Kansas), LLC	Current
	Time Warner Cable LLC	Current
	TWC Communications, LLC	Current
Speedcast Communications Inc.	Globecom Systems, Inc.	Current
Standard & Poor's LLC	Simon Jixiang Jin	Closed
Stifel, Nicolaus & Co. Inc.	Stifel, Nicolaus & Company, Inc.	Closed
Teachers Insurance & Annuity Association of America, The	Nuveen Alternatives Advisors, LLC	Current
	Teachers Insurance and Annuity Association of America	Closed
Technip USA Inc.	Technip-DeepOcean PRS JV DA	Closed
UBS Group AG	Seema Khanna	Current
	UBS AG, London Branch	Current
	UBS Asset Management Funds Limited	Current
	UBS Financial Inc.	Closed
	UBS Financial Services, Inc.	Closed
	UBS Global Asset Management Inc.	Closed
	UBS Hedge Fund Solutions LLC	Current
	UBS Investment Bank	Current
	UBS O'Connor LLC	Current
	UBS Securities Hong Kong Limited	Current
	UBS Securities LLC	Current
	UBS Warburg	Current
United Kingdom, Government of the, Board of Inland Revenue	Her Majesty's Treasury	Closed
United UATP Program	United AirLines, Inc.	Current
	United Continental Holdings, Inc.	Current
URS Corporation México S. de RL de CV	AECOM	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	AECOM-Canyon Real Estate Fund Advisors LLC	Current
Verizon Wireless Services LLC	Verizon Communications Inc. Verizon New York, Inc.	Current Closed
Wells Capital Management Inc.	Jon Kossov	Current
Wells Fargo & Co.	Norwest Equity Capital, LLC	Closed
Wells Fargo Income Opportunities Fund	Norwest Equity Partners VIII, LP	Closed
Wells Fargo Multi-Sector Income Fund	Norwest Venture Partners VI-A, LP	Closed
Wells Fargo Utilities & High Income Fund	Norwest Venture Partners VII-A, LP	Closed
WFA PCL Collateral Account	Norwest Venture Partners VIII, LP	Closed
WFNBA Collateral Account Fbo	Wachovia Capital Partners Secondary Fund I, LP	Closed
	Wachovia Holdings Corporation	Closed
	Wachovia Investors, Inc.	Closed
	Wachovia Securities, LLC	Closed
	Wells Fargo Central Pacific Holdings, Inc.	Closed
	Wells Fargo Securities LLC	Current
	WFC Holdings Corporation	Closed
West LLC	Apollo Global Management, Inc. Apollo Management International LLP Intrado Corporation Marc Rowan Martin Kelly MidCap Financial Services, LLC	Current Current Current Current Former Closed
Whitebox Advisors LLC Whitebox Asymmetric Partners LP Whitebox Credit Partners LP Whitebox GT Fund LP Whitebox Multi-Strategy Partners LP Whitebox Relative Value Partners LP	Whitebox Advisors LLC	Current
Wilmington Trust NA	Wilmington Trust-London Limited	Current
York Risk Services Group Inc.	York Risk Services Group	Closed

**EXHIBIT B**

**Harp Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:

)

) Chapter 11

)

HORNBECK OFFSHORE SERVICES, INC., *et al.*,<sup>1</sup>

) Case No. 20-32679 (DRJ)

)

Debtors.

) (Jointly Administered)

)

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**DECLARATION OF  
JAMES O. HARP, JR. IN SUPPORT OF THE DEBTOR'S  
APPLICATION FOR THE ENTRY OF AN ORDER AUTHORIZING THE  
RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP  
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR  
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF MAY 19, 2020**

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I, James O. Harp, Jr., Executive Vice President and Chief Financial Officer, of Hornbeck Offshore Services, Inc., being duly sworn, state the following under penalty of perjury:

1. I am the Executive Vice President and Chief Financial Officer of Hornbeck Offshore Services, Inc. ("Hornbeck"), located at 8 Greenway Plaza, Suite 1525, Houston, Texas 77046.

2. I submit this declaration (the "Declaration") in support of the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Effective as of May 19, 2020* (the "Application").<sup>2</sup> Except as otherwise noted, I have personal knowledge of the matters set forth herein.

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<sup>1</sup> Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list may be obtained on the website of the Debtors' claims and noticing agent at <http://cases.stretto.com/hornbeck>. The location of the Debtors' service address is: 8 Greenway Plaza, Suite 1525, Houston, Texas 77046.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.

### **The Debtors' Selection of Counsel**

3. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

4. Kirkland represented the Debtors in prior financial transactions, and the Debtors retained Kirkland because of its extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code. More specifically, Kirkland is familiar with the Debtors' business operations and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well qualified and uniquely able to represent the Debtor in these chapter 11 cases in an efficient and timely manner.

### **Rate Structure**

5. In my capacity as Executive Vice President and Chief Financial Officer, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. Kirkland has informed the Debtors that its rates for bankruptcy representations are comparable to the rates Kirkland charges for non-bankruptcy representations. As discussed below, I am also responsible for reviewing the statements regularly submitted by Kirkland, and can confirm that the rates Kirkland charged the Debtors in the prepetition period are the same as the rates Kirkland will charge the Debtors in the postpetition period.

### **Cost Supervision**

6. The Debtors have approved the prospective budget and staffing plan for the period from the Petition Date to July 7, 2020, recognizing that in the course of a large chapter 11 case like these chapter 11 cases, it is possible that there may be a number of unforeseen fees and

expenses that will need to be addressed by the Debtors and Kirkland. The Debtors further recognize that it is their responsibility to closely monitor the billing practices of their counsel to ensure the fees and expenses paid by the estates remain consistent with the Debtors' expectations and the exigencies of the chapter 11 cases. The Debtors will continue to review the statements that Kirkland regularly submits, and, together with Kirkland, amend the budget and staffing plans periodically, as the case develops.

7. As they did prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved the level of the attorneys and professionals that will work on various matters, and projections of average hourly rates for the attorneys and professionals for various matters.

*[Remainder of Page Intentionally Left Blank]*

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: May 26, 2020

Respectfully submitted,

/s/ James O. Harp, Jr.

Name: James O. Harp, Jr.

Title: Executive Vice President and Chief  
Financial Officer

Hornbeck Offshore Services, Inc., on behalf of  
themselves and their Debtor affiliates